

<i>SERFF Tracking Number:</i>	<i>ICCI-125764102</i>	<i>State:</i>	<i>Arkansas</i>
<i>Filing Company:</i>	<i>American Modern Life Insurance Company</i>	<i>State Tracking Number:</i>	<i>39861</i>
<i>Company Tracking Number:</i>	<i>ASSOCIATION FILING</i>		
<i>TOI:</i>	<i>L04G Group Life - Term</i>	<i>Sub-TOI:</i>	<i>L04G.500 Other</i>
<i>Product Name:</i>	<i>Various Association Filing (LOTS, AML)</i>		
<i>Project Name/Number:</i>	<i>Various Association Filing (LOTS, AML)/Various Association Filing (LOTS, AML)</i>		

## Filing at a Glance

Company: American Modern Life Insurance Company

Product Name: Various Association Filing (LOTS, AML)      SERFF Tr Num: ICCI-125764102      State: ArkansasLH

TOI: L04G Group Life - Term      SERFF Status: Closed      State Tr Num: 39861

Sub-TOI: L04G.500 Other      Co Tr Num: ASSOCIATION FILING      State Status: Filed-Closed

Filing Type: Form      Co Status:      Reviewer(s): Linda Bird

Author: Brenda Dawson      Disposition Date: 01/13/2009

Date Submitted: 08/06/2008      Disposition Status: Disapproved

Implementation Date Requested: On Approval      Implementation Date:

State Filing Description:

## General Information

Project Name: Various Association Filing (LOTS, AML)

Project Number: Various Association Filing (LOTS, AML)

Requested Filing Mode:

Explanation for Combination/Other:

Submission Type: New Submission

Overall Rate Impact:

Filing Status Changed: 01/13/2009

State Status Changed: 01/13/2009

Corresponding Filing Tracking Number:

Filing Description:

see attached cover letter

Status of Filing in Domicile:

Date Approved in Domicile:

Domicile Status Comments:

Market Type: Group

Group Market Size: Small

Group Market Type: Association

Deemer Date:

## Company and Contact

### Filing Contact Information

(This filing was made by a third party - insurancecomplianceconsultantsinc)

Brenda Dawson, Authorized Representative      Brendadawson@inscompliance.com

SERFF Tracking Number: ICCI-125764102 State: Arkansas  
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519 Colman Center Drive (815) 316-6714 [Phone]  
Rockford, IL 61108 (815) 316-6720[FAX]

**Filing Company Information**

American Modern Life Insurance Company	CoCode: 65811	State of Domicile: Ohio
P. O. Box 5323	Group Code:	Company Type:
Cincinnati, OH 45201	Group Name:	State ID Number:
(513) 721-3010 ext. [Phone]	FEIN Number: 86-6052182	

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## Filing Fees

Fee Required? Yes  
Fee Amount: \$20.00  
Retaliatory? No  
Fee Explanation:  
Per Company: No

COMPANY	AMOUNT	DATE PROCESSED	TRANSACTION #
American Modern Life Insurance Company	\$20.00	08/06/2008	21815974

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## Correspondence Summary

### Dispositions

Status	Created By	Created On	Date Submitted
Disapproved	Linda Bird	01/13/2009	01/13/2009

### Objection Letters and Response Letters

Objection Letters				Response Letters		
Status	Created By	Created On	Date Submitted	Responded By	Created On	Date Submitted
Pending	Rosalind Minor	08/12/2008	08/12/2008			
Industry	(FM)					
Response						

### Filing Notes

Subject	Note Type	Created By	Created On	Date Submitted
Objection Letter dated 8/12/08	Note To Filer	Linda Bird	10/29/2008	10/29/2008

<i>SERFF Tracking Number:</i>	<i>ICCI-125764102</i>	<i>State:</i>	<i>Arkansas</i>
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## Disposition

Disposition Date: 01/13/2009

Implementation Date:

Status: Disapproved

Comment: Our records indicate that we have been holding this filing since August 6, 2008. It is Department policy to close a file after such a long time has lapsed without resolution of the problem. Therefore, we are disapproving this filing.

Rate data does NOT apply to filing.

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<b>Item Type</b>	<b>Item Name</b>	<b>Item Status</b>	<b>Public Access</b>
<b>Supporting Document</b>	Certification/Notice		No
<b>Supporting Document</b>	Application		No
<b>Supporting Document</b>	Cover letter		Yes
<b>Supporting Document</b>	Authorization letter		Yes
<b>Supporting Document</b>	Association bylaws and articles of incorporation		Yes

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Project Name/Number: Various Association Filing (LOTS, AML)/Various Association Filing (LOTS, AML)

## Objection Letter

Objection Letter Status Pending Industry Response

Objection Letter Date 08/12/2008

Submitted Date 08/12/2008

Respond By Date

Dear Brenda Dawson,

This will acknowledge receipt of the captioned filing.

### Objection 1

- Cover letter (Supporting Document)
- Association bylaws and articles of incorporation (Supporting Document)

Comment:

On each of the association groups which are listed in your cover letter, it is requested that you provide the answers and/or information which is outlined under the attached questionnaire.

It is also requested that you certify that each association group complies with ACA 23-83-106. If the association does not comply with part of ACA 23-83-106, please outline what part of the association is not in compliance with the law.

Please feel free to contact me if you have questions.

Sincerely,

Rosalind Minor (FM)

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Attachment "Discretionary Group.doc" is not a PDF document and cannot be reproduced here.



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*Product Name:*      *Various Association Filing (LOTS, AML)*  
*Project Name/Number:*      *Various Association Filing (LOTS, AML)/Various Association Filing (LOTS, AML)*

**Note To Filer**

**Created By:**

Linda Bird on 10/29/2008 01:06 PM

**Subject:**

Objection Letter dated 8/12/08

**Comments:**

It has come to our attention that you have not responded to our 8/12/08 objection letter regarding this filing.

Please advise the Department if the company would like to withdraw the filing or if additional time is needed to comply?

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## Rate Information

Rate data does NOT apply to filing.

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## Supporting Document Schedules

### Review Status:

**Satisfied -Name:** Cover letter 08/06/2008  
**Comments:**  
**Attachment:**  
AR LOTS \_various Assoc\_ filings 8-6-08.pdf

### Review Status:

**Satisfied -Name:** Authorization letter 08/06/2008  
**Comments:**  
**Attachment:**  
ICC - Authorization letter LOTS \_2008\_.pdf

### Review Status:

**Satisfied -Name:** Association bylaws and articles of incorporation 08/06/2008  
**Comments:**  
**Attachments:**  
Consumer Education Resources and Empowerment Services Inc..pdf  
Expense Management Association.pdf  
Personal Financial Protection Association.pdf



INSURANCE  
COMPLIANCE  
CONSULTANTS, INC.

519 Colman Center Drive  
Rockford, Illinois 61108

Phone: (815) 316-6714  
FAX: (815) 316-6720

August 6, 2008

Honorable Julie Benafield Bowman  
Insurance Commissioner  
State of Arkansas  
Arkansas Department of Insurance  
1200 W. Third St.  
Little Rock, AR 72201-1904

RE: **LIFE OF THE SOUTH INSURANCE COMPANY**  
NAIC# 97691 FEIN# 58-1458103  
Group Life, Accidental Death and Disability Insurance (non-credit)  
Form Numbers: LS-7000 et al, *previously approved by your Department on March 22, 2007*  
Consumer Empowerment Discounts & Resources Association (CEDRA)  
Expense Management Association (EMA)  
Personal Financial Protection Association (PFPA)

Dear Commissioner Bowman:

Please find enclosed the Bylaws and Articles of Incorporation for the above referenced Associations. These Association may also be used in addition to the initial Association information approved by your Department on March 22, 2007, along with the above referenced policy form.

Your acknowledgement of this filing is greatly appreciated. If I can provide any additional information, please feel free to call me at (815)316-6714, fax me at (815) 316-6720, or e-mail me at [Brendadawson@inscompliance.com](mailto:Brendadawson@inscompliance.com) . Thank you.

Sincerely,

Brenda Dawson, FLMI, AIRC, ACS  
Authorized Representative  
Insurance Compliance Consultants, Inc.

Enc.

**LIFE OF THE SOUTH INSURANCE COMPANY**



Administrative Office  
100 West Bay Street  
Jacksonville, Florida 32202  
800-888-2738

January 1, 2008

Insurance Compliance Consultants, Inc.  
Brian Camling, President  
519 Colman Center Drive  
Rockford, IL 61108

Dear Mr. Camling:

Please accept this letter as written confirmation that Insurance Compliance Consultants, Inc., has authority to file the attached form(s) or a state specific variation of it, and to act on behalf of Life of the South Insurance Company regarding such filings, in all jurisdictions where this form(s) or a state specific variation of it is being filed. Life of the South Insurance Company may withdraw this authorization at any time, by giving notice to Insurance Compliance Consultants.

Sincerely,

A handwritten signature in black ink, appearing to read 'Robert T. Watterson', written over a horizontal line.

Robert T. Watterson  
Vice President and General Counsel  
twatterson@life-south.com

# STATE OF MISSOURI



Robin Carnahan  
Secretary of State

CERTIFICATE OF AMENDMENT  
OF A  
MISSOURI NONPROFIT CORPORATION

WHEREAS,

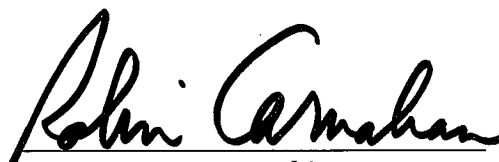
*Consumer Education Resources and Empowerment Services, Inc.*  
N00615422

Formerly,

*American Association for the Advancement of Technology*

a corporation organized under The Missouri Nonprofit Corporation Law has delivered to me its Articles of Amendment of its Articles of Incorporation and has in all respects complied with the requirements of law governing the Amendment of Articles of Incorporation under The Missouri Nonprofit Corporation Law, and that the Articles of Incorporation of said corporation are amended in accordance therewith.

IN TESTIMONY WHEREOF, I hereunto  
set my hand and cause to be affixed the  
GREAT SEAL of the State of Missouri.  
Done at the City of Jefferson, this  
29th day of January, 2007.

  
Secretary of State





**State of Missouri**  
Robin Carnahan, Secretary of State

Corporations Division  
P.O. Box 778 / 600 W. Main Street, Rm 322  
Jefferson City, MO 65102

File Number: 200703121116  
N00615422  
Date Filed: 01/29/2007  
Robin Carnahan  
Secretary of State

**Articles of Amendment  
for a Nonprofit Corporation**  
(Submit with filing fee of \$10.00)

The undersigned corporation, for the purpose of amending its articles of incorporation, hereby executes the following articles of amendment:

- (1) The name of corporation is: American Association for the Advancement of Technology
- (2) The amendment was adopted on January 17, 2007 and changed article(s) 1 and 5 to state as follows:  
month/day/year

Article number One (1) is amended to read as follows:

The name of the corporation is: Consumer Education Resources and Empowerment Services, Inc.

Article number Five (5) is amended to read as follows:  
See attached.

- (3) If approval of members was not required, and the amendment(s) was approved by a sufficient vote of the board of directors or incorporators, check here and skip to number (5): ☒

- (4) If approval by members was required, check here and provide the following information: \_\_\_\_\_

- A. Number of memberships outstanding: \_\_\_\_\_  
B. Complete either C or D:  
C. Number of votes for and against the amendments(s) by class was:

Class:	Number entitled to vote:	Number voting for:	Number voting against:
_____	_____	_____	_____
_____	_____	_____	_____

*Please see next page*

Name and address to return filed document:

Name: Ryan C. Johnston  
Address: 16476 Chesterfield Airport Rd.  
City, State, and Zip Code: Chesterfield, MO 63017

State of Missouri  
Amend/Restate - NonProfit 3 Page(s)



T0702962139

05)

D. Number of undisputed votes cast for the amendment(s) was sufficient for approval, and was:

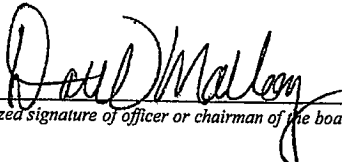
Class:	Number Voting undisputed:
_____	_____
_____	_____
_____	_____

The number of votes cast in favor of the amendment(s) by each class was sufficient for approval by that class.

(5) If approval of the amendment(s) by some person(s) other than the members, the board or the incorporators was required pursuant to section 355.606, check here to indicate that approval was obtained: \_\_\_\_\_

In Affirmation thereof, the facts stated above are true and correct:

(The undersigned understands that false statements made in this filing are subject to the penalties provided under Section 575.040, RSMo)

	DARRIN V MALLOY	CHAIRMAN	1/25/07
Authorized signature of officer or chairman of the board	Printed Name	Title	Date



The general purposes of the Consumer Education Resources and Empowerment Services, Inc. ("Association") shall be as stated in its Articles of Incorporation and otherwise (i) to provide information, products and services designed to help members of the Association maintain their creditworthiness and manage their personal expenses, including but not limited to bills, debts and other expenses, and (ii) to engage in the development, creation and distribution of various benefits, services, discounts and privileges for members of the Association by using, among other things, the collective buying power of all members, and (iii) to engage in all other permitted purposes under the General Not-For-Profit Law of the State of Missouri.

# STATE OF MISSOURI



Matt Blunt  
Secretary of State

## CERTIFICATE OF INCORPORATION MISSOURI NONPROFIT

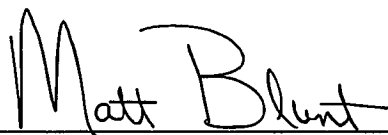
WHEREAS, duplicate originals of Articles of Incorporation of

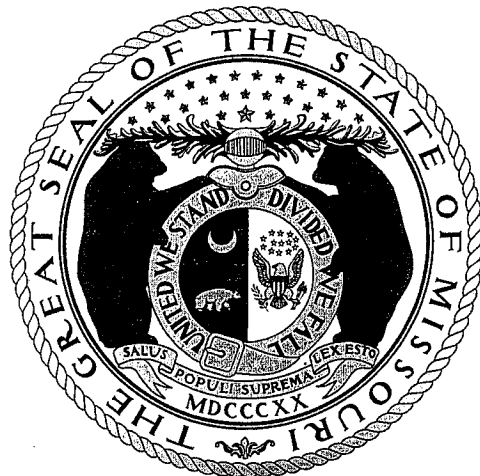
*American Association for the Advancement of Technology*  
*N00615422*

have been received and filed in the Office of the Secretary of State, which Articles, in all respects, comply with the requirements of Missouri Nonprofit Corporation Law;

NOW, THEREFORE, I, MATT BLUNT, Secretary of State of the State of Missouri, do by virtue of the authority vested in me by law, do hereby certify and declare this entity a body corporate, duly organized this date and that it is entitled to all rights and privileges granted corporations organized under the Missouri Nonprofit Corporation Law.

IN TESTIMONY WHEREOF, I have set  
my hand and imprinted the GREAT SEAL  
of the State of Missouri, on this, the 4th day  
of October, 2004.

  
Secretary of State





**State of Missouri**  
Matt Blunt, Secretary of State

Corporations Division  
P.O. Box 778 / 600 W. Main Street, Rm 322  
Jefferson City, MO 65102

File Number: 200428611209  
N00615422  
Date Filed: 10/04/2004  
Matt Blunt  
Secretary of State

**Articles of Incorporation of a Nonprofit Corporation**

(To be submitted with a filing fee of \$25)

The undersigned natural person(s) of the age of eighteen years or more for the purpose of forming a corporation under the Missouri Nonprofit Corporation Act adopt the following Articles of Incorporation:

- (1) The name of the corporation is American Association for the Advancement of Technology
- (2) This corporation is a mutual Benefit Corporation.  
(Public or Mutual)
- (3) The period of duration of the corporation is perpetual  
(“Perpetual” unless stated otherwise)
- (4) The name and street address of the Registered Agent and Registered Office in Missouri is:  
Karen Bocker 16476 Chesterfield Airport Rd. 2nd Flr. Chesterfield, MO 63017  
Name Address City/State/Zip
- (5) The name(s) and address(es) of each incorporator:  
Tina Kompon 1014 Timberfield Drive Ballwin, MO 63021  
Ryan Casey 1880 Newburyport Rd. Chesterfield, MO 63005
- (6) Does the corporation have members? YES ☒ NO ☐
- (7) The assets of the corporation will be distributed on dissolution as follows: Assets would be distributed to another mutual benefit corporation.
- (8) The corporation is formed for the following purpose(s): To promote the common interests of Internet users; and to help Internet users take advantage of the mass purchasing power and other benefit enhancements of other organizations.
- (9) The effective date of this document is the date it is filed by the Secretary of State of Missouri, unless you indicate a future date, as follows: —

(Date may not be more than 90 days after the filing date in this Office)

Please see next page

Name and address to return filed document:

Name: Rachel DiFulvio  
Address: 1819 Clarkson Rd. Suite 301  
City, State, and Zip Code: Chesterfield, MO 63017

State of Missouri  
Creation - NonProfit 2 Page(s)


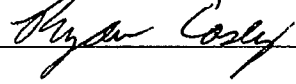


T0427916510

In Affirmation thereof, the facts stated above are true and correct:

(The undersigned understands that false statements made in this filing are subject to the penalties provided under Section 575.040, RSMo)

Signed by Incorporator(s):

  
\_\_\_\_\_  
  
\_\_\_\_\_  
\_\_\_\_\_

**BY-LAWS**  
**OF**  
**"CONSUMER EDUCATION RESOURCES**  
**AND EMPOWERMENT SERVICES, INC. "**

**ARTICLE I**  
**PURPOSES**

The general purposes of the Consumer Education Resources and Empowerment Services, Inc. ("Association") shall be as stated in its Articles of Incorporation and otherwise (i) to provide information, products and services designed to help members of the Association maintain their creditworthiness and manage their personal expenses, including but not limited to bills, debts and other expenses, and (ii) to engage in the development, creation and distribution of various benefits, services, discounts and privileges for members of the Association by using, among other things, the collective buying power of all members, and (iii) to engage in all other permitted purposes under the General Not-For-Profit Law of the State of Missouri

**ARTICLE II**  
**OFFICES**

The Association shall have and continuously maintain in this state a registered office and a registered agent, and the registered office of the association shall be identical with that of its registered agent. The Association may have other offices within or without the State of Missouri as the Board of Directors may from time to time determine.

**ARTICLE III**  
**MEMBERS**

Section 1.     Classes of Members.     The Association shall have two (2) classes of members. The designation of such classes and qualifications of the members of such classes shall be as follows:

1. Individual membership: The individual is entitled to participate in all benefit programs offered by the Association.
2. Family membership: The member and his spouse are entitled to participate in all benefit programs offered by the Association.

Section 2.     Voting Rights. Each member of classes 1 and 2 shall be entitled to one vote on each matter submitted to a vote of the members by the Board of Directors. Voting may be in person or by proxy; provided that no proxy may be used for voting purposes unless the original of the proxy is filed with the Secretary of the Association at least seven (7) days before the meeting at which it is to be used.

Section 3. Termination of Membership. Any member who shall be in default in the payment of dues for the period fixed in Article XI of the By-Laws is automatically ineligible for membership and loses all privileges and rights of the Association, subject to the discretion of the Board of Directors to extend such time period for the payment of dues.

Section 4. Resignation. Any member may resign by filing a written resignation with the Secretary, but such resignation shall not entitle such member to any refund of dues and the member shall immediately lose all privileges and rights of the Association.

Section 5. Reinstatement. Upon written reapplication a former member may be reinstated to membership in the Association.

Section 6. Transfer of Membership. Membership in the Association is not transferable or assignable.

#### ARTICLE IV MEETINGS OF MEMBERS

Section 1. Annual Meeting. An annual meeting of the members of the Association shall be held for the purpose of electing Directors and the transaction of any other business as may come before the meeting. The date of the annual meeting shall be determined by the Board of Directors.

Section 2. Special Meeting. Special meetings of the members, for any purpose or purposes, unless otherwise prescribed by law, may be called by the President and shall be called by the Secretary at the direction of a majority of the Board of Directors, or at the request in writing of members representing at least one hundred (100) votes entitled to be cast at such meeting.

Section 3. Place of Meeting. The Board of Directors may designate any place, within or without the State of Missouri as the place of meeting for any annual meeting. The President or the Board of Directors may designate any place within or without the State of Missouri as the place of the meeting for any special meeting. If no designation is made, the place of meeting shall be the registered office of the Association.

Section 4. Notice of Meetings. Written or printed notice stating the place, day and hour of any regular or special meeting of the Association members shall be delivered, either personally,

by mail or through the internet, to each member, not less than seven (7) or more than forty (40) days before the date of such meeting, by or at the direction of the President, or Secretary, or the Board of Directors or person calling the meeting. In the case of special meetings, the purpose for which the meeting is called shall be stated in the notice. If mailed, the notice of meeting shall be deemed delivered when deposited in the United States mail addressed to the member at this address as it appears on the records of the Association, with postage thereon paid. Notice of meetings may be included in any publication that is distributed to the member.

Section 5. Quorum. There shall be no minimum number of members necessary to be present at any regular meeting or special meeting, in order to constitute a quorum. Those members present shall therefore constitute a quorum.

Section 6. Manner of Acting. The act of a majority of the members present at any regular or special meeting shall constitute the act of the members.

Section 7. Informal Action by Members. Upon approval by the directors, any action required to be taken at a meeting of the members of the Association or any other action which may be taken at a meeting, may be taken without a meeting if consents in writing, setting forth the action so taken, shall be signed by a majority of the members with respect to the subject matter thereof.

Section 8. Parliamentary Procedures. Parliamentary Procedure for all meetings of members, directors, and committees shall be conducted in accordance with the latest revised edition of Robert's Rules of Order, unless otherwise inconsistent with these By-Laws.

Section 9. Voting. At all meetings of the members, each member of records shall be entitled to one (1) vote. A vote may be cast either orally or in writing in person or by proxy. A "member of record" is a person who is a member in good standing of the Association as of the close of business on a date, selected by the Board of Directors, not less than forty (40) days nor more than fifty (50) days before the date of the meeting (the "record date"). When a quorum is present at any meeting, the vote of the holders of a majority of members present shall decide any questions brought before such meeting, unless the questions are ones upon which, by express provision of law or of the Association's Articles of Incorporation, a different vote is required, in which case such express provision shall govern and control the decision of such question.

Section 10. Matters Reserved to Membership Vote. The following matters shall be authorized only upon a vote "thereon" by the members at a meeting called to consider such matter:

1. An amendment to the Association's Articles of Incorporation;

2. The election of the Board of Directors; and

3. Any other matter which the Board of Directors, in their sole discretion, by resolution shall commit to a vote of the members.

## ARTICLE V BOARD OF DIRECTORS

Section 1.     General Powers. The affairs of the Association shall be managed by its Board of Directors.

Section 2.     Number, Tenure and Qualifications. The number of directors shall be no fewer than three (3) and no more than twenty-five (25) and may be changed from time to time by resolution of the Board of Directors. The Board of Directors shall appoint a committee to nominate successor directors. The directors shall be elected at an annual meeting of the members, except as provided in Section 8 of this Article, and each director elected shall hold office until his successor is elected and qualified or until his earlier death, resignation or removal. Directors shall be residents of the United States of America and be members of the association.

Section 3.     Regular Meetings. A regular annual meeting of the Board of Directors shall be held each year immediately after the annual meeting of the members of the Association for the purpose of electing officers and for the transaction of such other business as may come before the meeting. The regular annual meeting of directors shall be held without other notice than these By-Laws. The Board of Directors may provide by resolution the time and place, within or without the State of Missouri for the holding of additional regular meetings of the Board of Directors.

Section 4.     Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President or any two (2) directors. All special meetings shall be held at the registered office of the Association unless otherwise agreed upon by a majority of the Board of Directors in attendance at the meeting.

Section 5.     Notice. Notice of any special meeting of the Board of Directors and the business to be transacted shall be given at least five (5) days previously thereto by written notice delivered personally, by mail or through the internet to each director at his address shown on the



records of the Association. If notice be given by mail, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the director. Any director may waive notice transaction of any business because the meeting is not lawfully called or convened. The purpose of any special meeting of the Board of Directors shall be specified in the notice of such meeting.

Section 6. Quorum. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors provided that if less than a majority of the directors are present at said meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

Section 7. Manner of Acting. The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, except where otherwise provided by law or these By-Laws.

Section 8. Vacancies. Vacancies created by the death, resignation, or removal of a director may be filled by a majority vote of the directors then in office though less than a quorum, and each director so chosen shall hold office until his successor is elected and qualified or until his earlier death, resignation or removal. A director may be removed at any time, with or without cause, by a vote of a majority of the remaining directors. If there are not directors in office, then an election of directors may be held in the manner provided by law. Newly created directorships shall be filled by election at an annual meeting or special meeting called for that purpose.

Section 9. Compensation. Directors as such shall not receive any stated salaries for their services, but by resolution of the Board of Directors, a fixed sum and expenses of attendance, if any, may be allowed for attendance at each meeting of the Board of Directors. Nothing herein contained shall be construed to preclude any director from serving the Association in any other capacity and receiving compensation therefor upon approval by the Board.

Section 10. Telephonic Participation in Meeting. The members of the Board of Directors, or of any committee designated by the Board of Directors, may participate in a meeting of the Board of Directors or committee by means of conference telephone or similar communications equipment whereby all persons participating in the meeting can hear each other, and participation in a meeting in this manner shall constitute presence in person at the meeting.

Section 11. Action by Written Consent. Any action which is required to be or may be taken at a meeting of the directors, or of any committee of the directors, may be taken without a meeting if consents in writing, setting forth the action so taken are signed by all of the members of the Board of Directors or of the committee as the case may be. The consents shall have the same

force and effect as a unanimous vote at a meeting duly held. The Secretary shall file the consents with the minutes of the meetings of the Board of Directors or of the committee as the case may be.

## ARTICLE VI OFFICERS

Section 1. Officers. The Officers of the Association shall be a President, one or more Vice Presidents (the number thereof to be determined by the Board of Directors), a Treasurer, a Secretary or combination thereof, and such other officers as may be elected in accordance with the provisions of this article. The Board of Directors may elect or appoint other officers, including one or more Assistant Secretaries and one or more Assistant Treasurers, as it shall deem desirable, such officers to have the authority and perform the duties prescribed, from time to time, by the Board of Directors. Any two or more offices may be held by the same person, except the offices of President and Secretary.

Section 2. Election and Term of Office. The Officers of the Association shall be elected annually by the Board of Directors at the regular annual meeting of the Board of Directors. If the election of Officers shall not be held at such meeting, such election shall be held as soon thereafter as convenient. Vacancies may be filled or new officers created and filled at any meeting of the Board of Directors. Each Officer shall hold office until his successor shall have been duly elected and shall have qualified.

Section 3. Removal. Any Officer or Agent elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the Association would be served thereby.

Section 4. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

Section 5. President. The President of the Association shall be the principal executive officer of the Association. He shall supervise and conduct the affairs of the Association in such manner as will best accomplish the purposes set forth in the Articles of Incorporation of the Association. He shall preside at all meetings of the Association members and the Board of Directors. He shall countersign all checks together with the Treasurer.

Section 6. Vice President. In the absence of the President, or in the event of his inability or refusal to act, the Vice President shall perform the duties of the President, and when so

acting, shall have all the powers of and be subject to all the restrictions upon the President. The Vice President shall perform such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

Section 7.     Treasurer. The Treasurer or Assistant Treasurer shall have charge and custody of and be responsible for all funds and securities of the Association; receive and give receipts for monies received by the Association from any source whatsoever, and deposit all such monies in the name of the Association in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article VIII of these By-Laws.

Section 8.     Secretary. The Secretary or Assistant Secretary of the Association shall keep the minutes of the meetings of the members and of the Board of Directors in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these By-Laws or as required by law; be custodian of the corporate records of the Association; see that the seal of the Association, if any, is affixed to all documents, the execution of which on behalf of the Association under its seal, if any, is duly authorized in accordance with the provisions of these By-Laws; keep a register of the post office address of each member which shall be furnished to the Secretary or Assistant Secretary by such member; and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to the Secretary or Assistant Secretary by the President or by the Board of Directors.

## ARTICLE VII COMMITTEES

Section 1.     Committees of Directors. The Board of Directors, by resolution adopted by the majority of the directors in office, may designate one or more committees, each of which shall consist of two (2) or more directors, which committees, to the extent provided in said resolution, shall have and exercise the authority of the Board of Directors in the management of the Association; but the designation of such committees and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual director, of any responsibility imposed upon it or him by law. The President shall be an ex-officio member of all committees of directors.

Section 2.     Other Committees. Other committees not having and exercising the authority of the Board of Directors in the management of the Association may be designated by a resolution adopted by a majority of the directors present at a meeting at which a quorum is present. Except as otherwise provided in such resolution, members of each such committee shall be members of the Association, and the President of the Association shall appoint the members thereof. Any member thereof may be removed by the person or persons authorized to appoint such member

whenever in their judgment the best interests of the Association will be served by such removal. One member of each committee shall be a director.

Section 3      Vacancies. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of original appointments.

Section 4.      Quorum. Unless provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

Section 5.      Rules. Each committee may adopt rules for its own government not inconsistent with these By-Laws or with rules adopted by the Board of Directors.

## ARTICLE VIII CONTRACTS, CHECKS, DEPOSITS, AND FUNDS

Section 1.      Contracts. The Board of Directors may authorize the officers or agents of the Association to enter into contracts or to execute and deliver documents in the name of and on behalf of the Association. Such authority shall be confined to specific instances. Such contracts may be for any purpose deemed by the Board of Directors to be appropriate, including the contracting with a third party for any or all administrative and other services and functions necessary for the Association to achieve its purpose.

Section 2.      Checks, Drafts, Etc. All checks, drafts, or other orders for payment of money, notes or other evidences of indebtedness issued in the name of the Association shall be signed by such officer or officers, agent or agents of the Association and in such manner as shall from time to time be determined by the resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer or an Assistant Treasurer and countersigned by the President or Vice President of the Association.

Section 3.      Deposits. All funds coming into possession of the Association shall be deposited from time to time to the credit of the Association in such banks, trust companies, or other depositories as the Board of Directors may select.

Section 4.      Gifts. The Board of Directors may accept on behalf of the Association any contributions, gifts, bequests, or device for the general purpose or for any special purpose of the Association.

Section 5.     Loans. The Association may, upon authorization of the Board of Directors, from time to time accept or negotiate loans of financial assistance to be repaid at such time as the Association is reasonably able to repay.

## ARTICLE IX CERTIFICATES OF MEMBERSHIP

Section 1.     Certificates of Membership. The Board of Directors may provide for the issuance of certificates evidencing membership in the Association which shall be in such form as may be determined by the Board. Such certificates shall be signed by the President or Vice President and shall be sealed with the seal of the Association, if any. The name and address of each member and the date of issuance of the certificate shall be entered on the records of the Association. If any certificate shall become lost, mutilated or destroyed, a new certificate may be issued therefor upon such terms and conditions as the Board of Directors may determine.

Section 2.     Issuance of Certificates. When a member has applied for and is eligible for membership and has paid any initiation fee and dues that may then be required, a certificate of membership shall be issued and delivered to him by the Secretary, if the Board of Directors shall have provided for the issuance of certificates of membership under the provisions of Section 1 of this article.

## ARTICLE X BOOKS AND RECORDS

The Association shall keep correct and complete books and records of accounts and shall also keep minutes of the proceedings of its members, Board of Directors and committees having any of the authority of the Board of Directors, and shall keep at the registered or principal office a record giving the names and addresses of the members entitled to vote. All books and records of the Association may be inspected by any member, or his agent or attorney for any purpose at any reasonable time.

## ARTICLE XI DUES AND INITIATION FEE

Section 1.     Annual Dues. The Board of Directors may determine from time to time the amount of annual dues payable to the Association by members of each class.

Section 2.      Payment of Dues. Dues shall be payable in advance.

Section 3.      Default and Termination of Membership. When any member of any class shall be in default in the payment of dues for a period of one month from the beginning of the period from which such dues became payable, such member shall be automatically dropped from membership unless the Board of Directors, in its discretion, extends the time for payment of dues.)

Section 4.      Initiation Fee. Each member may be required to pay, in addition to applicable dues, the amount of any initiation fee designated by the Board of Directors as a prerequisite to membership. The Board of Directors may provide that the initiation fee is waived for members who are part of a group where the sponsor pays a stated initiation fee on behalf of all group members.

## ARTICLE XII FISCAL YEAR

The fiscal year of the Association shall begin the first day of January and end on the last day of December in each year.

## ARTICLE XIII SEAL

The Board of Directors may provide a corporate seal which shall be in the form of a circle and shall have inscribed thereon the name of the corporation and the words "Corporate Seal".

## ARTICLE XIV WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of the General Not-For-Profit Corporation Law of Missouri under the provisions of the Articles of Incorporation or the By-Laws of the Association, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XV  
AMENDMENT OF BY-LAWS

These By-Laws may be altered, amended or repealed and new By-Laws may be adopted by a two-thirds (2/3) majority of the directors present at any regular meeting or any special meeting, provided that at least seven (7) days' written notice is given of intention to alter, amend or repeal or to adopt new By-Laws at such meeting.

ARTICLE XVI  
INDEMNIFICATION

The Association shall provide for indemnification by the Association of any and all of its directors or officers or former directors or officers against expenses actually and necessarily incurred by them in connection with the defense of any action, suit, or proceeding, in which they or any of them are made parties, or a party, by reason of having been directors or officers of the Association, except in relation to matters as to which such director or officer or former director or officer shall be adjudged in such action, suit, or proceeding to be liable for gross negligence or misconduct in the performance of duty and to such matters as shall be settled by agreement predicated on the existence of such liability for gross negligence or misconduct.

ARTICLE XVII  
DISSOLUTION

The Association shall use its funds only to accomplish the objectives and purposes specified in these By-Laws, and no part of said funds shall inure, or be distributed, to the members of the Association. On dissolution of the Association any funds remaining shall be distributed to one or more regularly organized and qualified charitable, educational, scientific, or philanthropic organizations to be selected by the Board of Directors.

# STATE OF MISSOURI



Robin Carnahan  
Secretary of State

CERTIFICATE OF AMENDMENT  
OF A  
MISSOURI NONPROFIT CORPORATION

WHEREAS,

*Expense Management Association*  
N00051468

Formerly,

*American Household Protection Association*

a corporation organized under The Missouri Nonprofit Corporation Law has delivered to me its Articles of Amendment of its Articles of Incorporation and has in all respects complied with the requirements of law governing the Amendment of Articles of Incorporation under The Missouri Nonprofit Corporation Law, and that the Articles of Incorporation of said corporation are amended in accordance therewith.

IN TESTIMONY WHEREOF, I hereunto  
set my hand and cause to be affixed the  
GREAT SEAL of the State of Missouri.  
Done at the City of Jefferson, this  
29th day of January, 2007.

*Robin Carnahan*  
Secretary of State







**State of Missouri**  
Robin Carnahan, Secretary of State

Corporations Division  
P.O. Box 778 / 600 W. Main Street, Rm 322  
Jefferson City, MO 65102

File Number: 200703121117  
N00051468  
Date Filed: 01/29/2007  
Robin Carnahan  
Secretary of State

**Articles of Amendment  
for a Nonprofit Corporation**  
(Submit with filing fee of \$10.00)

The undersigned corporation, for the purpose of amending its articles of incorporation, hereby executes the following articles of amendment:

- (1) The name of corporation is: American Household Protection Association
- (2) The amendment was adopted on January 10, 2007 and changed article(s) 1 and 5 to state as follows:

*month/day/year*

Article number One (1) is amended to read as follows:

The name of the corporation is: Expense Management Association

Article number Five (5) is amended to read as follows:

See attached.

- (3) If approval of members was not required, and the amendment(s) was approved by a sufficient vote of the board of directors or incorporators, check here and skip to number (5): ☒

- (4) If approval by members was required, check here and provide the following information: \_\_\_\_\_

- A. Number of memberships outstanding: \_\_\_\_\_  
B. Complete either C or D:  
C. Number of votes for and against the amendments(s) by class was:

Class:	Number entitled to vote:	Number voting for:	Number voting against:
_____	_____	_____	_____
_____	_____	_____	_____

*Please see next page*

Name and address to return filed document:

Name: Ryan C. Johnston  
Address: 16476 Chesterfield Airport Rd.  
City, State, and Zip Code: Chesterfield, MO 63017

State of Missouri  
Amend/Restate - NonProfit 3 Page(s)



T0702962140

☐ D. Number of undisputed votes cast for the amendment(s) was sufficient for approval, and was:

Class:                      Number Voting undisputed:

_____	_____
_____	_____
_____	_____

The number of votes cast in favor of the amendment(s) by each class was sufficient for approval by that class.

(5) If approval of the amendment(s) by some person(s) other than the members, the board or the incorporators was required pursuant to section 355.606, check here to indicate that approval was obtained: \_\_\_\_\_

In Affirmation thereof, the facts stated above are true and correct:

(The undersigned understands that false statements made in this filing are subject to the penalties provided under Section 575.040, RSMo)

	DAVID V MALLOY	CHAIRMAN	1/25/16
<i>Authorized signature of officer or chairman of the board</i>	<i>Printed Name</i>	<i>Title</i>	<i>Date</i>

The general purposes of the Expense Management Association ("Association") shall be as stated in its Articles of Incorporation and otherwise (i) to provide information, products and services designed to help members of the Association maintain their creditworthiness and manage their personal expenses, including but not limited to bills, debts and other expenses, and (ii) to engage in the development, creation and distribution of various benefits, services, discounts and privileges for members of the Association by using, among other things, the collective buying power of all members, and (iii) to engage in all other permitted purposes under the General Not-For-Profit Law of the State of Missouri.

# STATE OF MISSOURI



Robin Carnahan  
Secretary of State

CERTIFICATE OF AMENDMENT  
OF A  
MISSOURI NONPROFIT CORPORATION

WHEREAS,

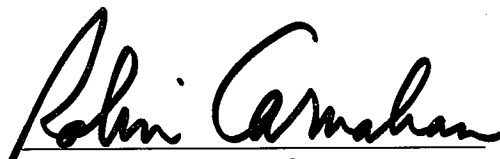
*American Household Protection Association  
N00051468*

Formerly,

*WORLDWIDE INTERNET ASSOCIATION*

a corporation organized under The Missouri Nonprofit Corporation Law has delivered to me its Articles of Amendment of its Articles of Incorporation and has in all respects complied with the requirements of law governing the Amendment of Articles of Incorporation under The Missouri Nonprofit Corporation Law, and that the Articles of Incorporation of said corporation are amended in accordance therewith.

IN TESTIMONY WHEREOF, I hereunto  
set my hand and cause to be affixed the  
GREAT SEAL of the State of Missouri.  
Done at the City of Jefferson, this  
22nd day of June, 2006.

  
Secretary of State





**State of Missouri**  
Robin Carnahan, Secretary of State

Corporations Division  
P.O. Box 778 / 600 W. Main Street, Rm 322  
Jefferson City, MO 65102

File Number: 200617721109  
N00051468  
Date Filed: 06/22/2006  
Robin Carnahan  
Secretary of State

**Articles of Amendment  
for a Nonprofit Corporation**  
(Submit with filing fee of \$10.00)

The undersigned corporation, for the purpose of amending its articles of incorporation, hereby executes the following articles of amendment:

- (1) The name of corporation is: Worldwide Internet Association
- (2) The amendment was adopted on June 19, 2006 and changed article(s) 1 and 5 to state as follows:

*month/day/year*

Article number One (1) is amended to read as follows:

The name of the corporation is: American Household Protection Association

Article number Five (5) is amended to read as follows:

See attached.

- (3) If approval of members was not required, and the amendment(s) was approved by a sufficient vote of the board of directors or incorporators, check here and skip to number (5): ☒

- (4) If approval by members was required, check here and provide the following information: \_\_\_\_\_

- A. Number of memberships outstanding: \_\_\_\_\_
- B. Complete either C or D:
- C. Number of votes for and against the amendments(s) by class was:

Class:	Number entitled to vote:	Number voting for:	Number voting against:
_____	_____	_____	_____
_____	_____	_____	_____

State of Missouri  
Amend/Restate - NonProfit 3 Page(s)



T0617301076

Name and address to return filed document:

Name: Ryan C. Johnston  
Address: 16476 Chesterfield Airport Rd.  
City, State, and Zip Code: Chesterfield, MO 63017

Corp. 53A (01/05)

D. Number of undisputed votes cast for the amendment(s) was sufficient for approval, and was:

Class: Number Voting undisputed:

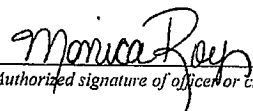
_____	_____
_____	_____
_____	_____

The number of votes cast in favor of the amendment(s) by each class was sufficient for approval by that class.

(5) If approval of the amendment(s) by some person(s) other than the members, the board or the incorporators was required pursuant to section 355.606, check here to indicate that approval was obtained: \_\_\_\_\_

In Affirmation thereof, the facts stated above are true and correct:

(The undersigned understands that false statements made in this filing are subject to the penalties provided under Section 575.040, RSMo)

	Monica Roy	President	6/20/06
<i>Authorized signature of officer or chairman of the board</i>	<i>Printed Name</i>	<i>Title</i>	<i>Date</i>

The purpose or purposes for which the corporation is organized are:

To promote the common interests of the members by providing information, education, counseling and products to assist the members in maintaining and managing their personal credit.

To exercise all the powers conferred upon corporations formed under the Missouri Not-For-Profit Corporation Act.

# STATE OF MISSOURI



**Rebecca McDowell Cook**  
**Secretary of State**

CORPORATION DIVISION  
CERTIFICATE OF AMENDMENT  
OF A  
MISSOURI NONPROFIT CORPORATION

WHEREAS,

WORLDWIDE INTERNET ASSOCIATION

FORMERLY,

UNITED CONSUMERS OF AMERICA

A CORPORATION ORGANIZED UNDER THE MISSOURI NONPROFIT CORPORATION LAW HAS DELIVERED TO ME DUPLICATE ORIGINALS OF ARTICLES OF AMENDMENT OF ITS ARTICLES OF INCORPORATION AND HAS IN ALL RESPECTS COMPLIED WITH REQUIREMENTS OF LAW GOVERNING THE AMENDMENT OF ARTICLES OF INCORPORATION UNDER THE MISSOURI NONPROFIT CORPORATION LAW, AND THAT THE ARTICLES OF INCORPORATION OF SAID CORPORATION ARE AMENDED IN ACCORDANCE THEREWITH.

IN TESTIMONY WHEREOF, I HAVE SET MY HAND AND IMPRINTED THE GREAT SEAL OF THE STATE OF MISSOURI, ON THIS, THE 1ST DAY OF JULY, 1996.

*Rebecca McDowell Cook*

Secretary of State

\$10.00







# State of Missouri

Rebecca McDowell Cook, Secretary of State

P. O. Box 778, Jefferson City, MO 65102

Corporation Division

FILED AND CERTIFICATE  
ISSUED

## Articles of Amendment for a Nonprofit Corporation

(Submit in duplicate with filing fee of \$10.00)

JUL 01 1996

The undersigned corporation, for the purpose amending its articles of incorporation, hereby executes the following articles of amendment:

(1) The name of corporation is: UNITED CONSUMERS OF AMERICA

(2) The text of the amendment(s) and the date(s) of adoption are as follows:

SEE ATTACHED

(3) If approval of members was not required, and the amendment(s) was approved by a sufficient vote of the board of directors or incorporators, check here and skip to number (5): XX

(4) If approval by members was required, check here and provide the following information: \_\_\_\_\_

A. Number of memberships outstanding: \_\_\_\_\_

B. Complete either i or ii.

i. Number of votes for and against the amendment(s) by class was:

Class:	Number entitled to vote:	Number voting for:	Number voting against:
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____

ii. Number of undisputed votes cast for the amendment(s) was sufficient for approval, and was:

Class:	Number voting undisputed:
_____	_____
_____	_____
_____	_____

The number of votes cast in favor of the amendment(s) by each class was sufficient for approval by that class.

(5) If approval of the amendment(s) by some person(s) other than the members, the board or the incorporators was required pursuant to section 355.606, check here to indicate that approval was obtained: \_\_\_\_\_

In affirmation of the facts stated above,

[Signature]  
(Authorized signature of officer or chairman of the board)

President  
(Title)

6/17/86  
(Date of signature)

2) The text of the amendment(s) and the date(s) of adoption are as follows:

Article number One (1) is amended to read as follows:

The name of the corporation is:

Worldwide Internet Association

Adopted: 6/14/96

Article number Five (5) is amended to read as follows:

The purpose or purposes for which the corporation is organized are:

To promote the common interests of internet users worldwide; to consider and deal by all lawful means with common problems and concerns of internet users; to provide information, education, technology assistance, goods and services to its members; to provide a presence and voice in the continuing legislative efforts that concern the internet and its users; and all other powers permitted by law.

FILED AND CERTIFICATE  
ISSUED

JUL 01 1996

Rebecca McDonald Cook  
SECRETARY OF STATE

# STATE OF MISSOURI



**Richard A. Hanson**  
DEPUTY  
SECRETARY OF STATE

CORPORATION DIVISION  
CERTIFICATE OF INCORPORATION  
GENERAL NOT FOR PROFIT

WHEREAS, DUPLICATE ORIGINALS OF ARTICLES OF INCORPORATION OF  
UNITED CONSUMERS OF AMERICA

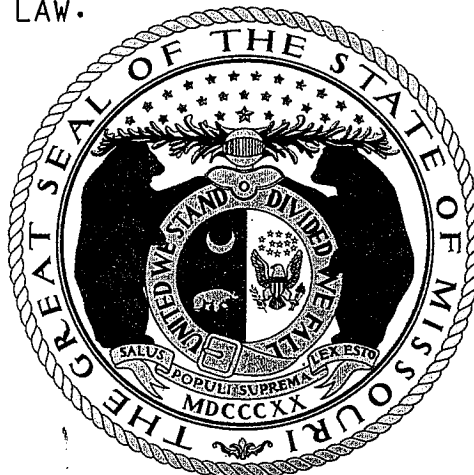
HAVE BEEN RECEIVED AND FILED IN THE OFFICE OF THE SECRETARY OF  
STATE, WHICH ARTICLES, IN ALL RESPECTS, COMPLY WITH THE  
REQUIREMENTS OF GENERAL NOT FOR PROFIT CORPORATION LAW;

NOW, THEREFORE, I, RICHARD A. HANSON, DEPUTY SECRETARY OF STATE  
OF THE STATE OF MISSOURI, BY VIRTUE OF THE AUTHORITY VESTED IN  
ME BY LAW, DO HEREBY CERTIFY AND DECLARE THIS ENTITY A BODY  
CORPORATE, DULY ORGANIZED THIS DATE AND THAT IT IS ENTITLED TO  
ALL RIGHTS AND PRIVILEGES GRANTED CORPORATIONS ORGANIZED UNDER  
THE GENERAL NOT FOR PROFIT CORPORATION LAW.

IN TESTIMONY WHEREOF, I HAVE SET MY  
HAND AND IMPRINTED THE GREAT SEAL OF  
THE STATE OF MISSOURI, ON THIS, THE  
30TH DAY OF DECEMBER, 1994.

*Richard A. Hanson*  
Deputy Secretary of State

\$15.00





# State of Missouri

Judith K. Moriarty, Secretary of State

P.O. Box 778, Jefferson City, Mo. 65102

Corporation Division

## Articles of Incorporation of a General Not For Profit Corporation

Filing Fee \$10.00

FILED AND CERTIFICATE OF  
INCORPORATION ISSUED

DEC 30 1994

We the undersigned,

(Not less than three)

Type or Print Name	Number	Street	City	State	Zip
DALE TURVEY	16601	KEHRS GROVE DR	CHESTERFIELD	MO	63005
WILLIAM A. WARMANN, JR	32	GREEN #4 DR	ST CHARLES	MO	63303
GARY JOHNSTON	4506	MEADOWFORD DR	ST LOUIS	MO	63129

being natural persons of the age of eighteen years or more and citizens of the United States, for the purpose of forming a corporation under the "General Not For Profit Corporation Law" of the State of Missouri, do hereby adopt the following Articles of Incorporation:

1. The name of the corporation is UNITED CONSUMERS OF AMERICA
2. The period of duration of the corporation is perpetual  
(Please state "perpetual" or a definite number of years)
3. The address of its initial Registered Office in the State of Missouri is 1819 CLARKSON RD, STE 301  
CHESTERFIELD 63017  
(City) (Zip)  
and the name of its initial Registered Agent at said address is KAREN BOEKER
4. The first Board of Directors shall be Three (3) in number, their names and addresses being as follows:  
(At least three required)

Type or Print Name	Number	Street	City	State	Zip
GARY JOHNSTON	4506	MEADOWFORD DR	ST LOUIS	MO	63129
WILLIAM A. WARMANN, JR	32	GREEN #4 DR	ST CHARLES	MO	63303
KAREN BOEKER	13	BORDEAUX PL	LAKE ST LOUIS	MO	63367

5. The purpose or purposes for which the corporation is organized are:

"SEE EXHIBIT A ATTACHED"

EXHIBIT "A"

5. The purpose or purposes for which the corporation is organized are:

To enrich the lives of and educate its members by providing them information regarding laws affecting the American consumer; to consider and deal by all lawful means with common problems of the American consumer; to promote the social welfare of its members by seeking out and providing discounts on consumer goods and services to its members through the increased buying power of a large group; as well as any activity permitted under the Missouri Not-For-Profit Corporation Act.

FILED AND CERTIFICATE OF  
INCORPORATION ISSUED

DEC 30 1994

*[Handwritten signature]*  
SECRETARY

BY-LAWS  
OF  
“EXPENSE MANAGEMENT ASSOCIATION “

ARTICLE I  
PURPOSES

The general purposes of the Expense Management Association (“Association”) shall be as stated in its Articles of Incorporation and otherwise (i) to provide information, products and services designed to help members of the Association maintain their creditworthiness and manage their personal expenses, including but not limited to bills, debts and other expenses, and (ii) to engage in the development, creation and distribution of various benefits, services, discounts and privileges for members of the Association by using, among other things, the collective buying power of all members, and (iii) to engage in all other permitted purposes under the General Not-For-Profit Law of the State of Missouri

ARTICLE II  
OFFICES

The Association shall have and continuously maintain in this state a registered office and a registered agent, and the registered office of the association shall be identical with that of its registered agent. The Association may have other offices within or without the State of Missouri as the Board of Directors may from time to time determine.

ARTICLE III  
MEMBERS

Section 1. Classes of Members. The Association shall have two (2) classes of members. The designation of such classes and qualifications of the members of such classes shall be as follows:

1. Individual membership: The individual is entitled to participate in all benefit programs offered by the Association.
2. Family membership: The member and his spouse are entitled to participate in all benefit programs offered by the Association.

Section 2. Voting Rights. Each member of classes 1 and 2 shall be entitled to one vote on each matter submitted to a vote of the members by the Board of Directors. Voting may be in person or by proxy; provided that no proxy may be used for voting purposes unless the original of the proxy is filed with the Secretary of the Association at least seven (7) days before the meeting at which it is to be used.

Section 3. Termination of Membership. Any member who shall be in default in the payment of dues for the period fixed in Article XI of the By-Laws is automatically ineligible for membership and loses all privileges and rights of the Association, subject to the discretion of the Board of Directors to extend such time period for the payment of dues.

Section 4. Resignation. Any member may resign by filing a written resignation with the Secretary, but such resignation shall not entitle such member to any refund of dues and the member shall immediately lose all privileges and rights of the Association.

Section 5. Reinstatement. Upon written reapplication a former member may be reinstated to membership in the Association.

Section 6. Transfer of Membership. Membership in the Association is not transferable or assignable.

#### ARTICLE IV MEETINGS OF MEMBERS

Section 1. Annual Meeting. An annual meeting of the members of the Association shall be held for the purpose of electing Directors and the transaction of any other business as may come before the meeting. The date of the annual meeting shall be determined by the Board of Directors.

Section 2. Special Meeting. Special meetings of the members, for any purpose or purposes, unless otherwise prescribed by law, may be called by the President and shall be called by the Secretary at the direction of a majority of the Board of Directors, or at the request in writing of members representing at least one hundred (100) votes entitled to be cast at such meeting.

Section 3. Place of Meeting. The Board of Directors may designate any place, within or without the State of Missouri as the place of meeting for any annual meeting. The President or the Board of Directors may designate any place within or without the State of Missouri as the place of the meeting for any special meeting. If no designation is made, the place of meeting shall be the registered office of the Association.

Section 4. Notice of Meetings. Written or printed notice stating the place, day and hour of any regular or special meeting of the Association members shall be delivered, either personally,

by mail or through the internet, to each member, not less than seven (7) or more than forty (40) days before the date of such meeting, by or at the direction of the President, or Secretary, or the Board of Directors or person calling the meeting. In the case of special meetings, the purpose for which the meeting is called shall be stated in the notice. If mailed, the notice of meeting shall be deemed delivered when deposited in the United States mail addressed to the member at this address as it appears on the records of the Association, with postage thereon paid. Notice of meetings may be included in any publication that is distributed to the member.

Section 5. Quorum. There shall be no minimum number of members necessary to be present at any regular meeting or special meeting, in order to constitute a quorum. Those members present shall therefore constitute a quorum.

Section 6. Manner of Acting. The act of a majority of the members present at any regular or special meeting shall constitute the act of the members.

Section 7. Informal Action by Members. Upon approval by the directors, any action required to be taken at a meeting of the members of the Association or any other action which may be taken at a meeting, may be taken without a meeting if consents in writing, setting forth the action so taken, shall be signed by a majority of the members with respect to the subject matter thereof.

Section 8. Parliamentary Procedures. Parliamentary Procedure for all meetings of members, directors, and committees shall be conducted in accordance with the latest revised edition of Robert's Rules of Order, unless otherwise inconsistent with these By-Laws.

Section 9. Voting. At all meetings of the members, each member of records shall be entitled to one (1) vote. A vote may be cast either orally or in writing in person or by proxy. A "member of record" is a person who is a member in good standing of the Association as of the close of business on a date, selected by the Board of Directors, not less than forty (40) days nor more than fifty (50) days before the date of the meeting (the "record date"). When a quorum is present at any meeting, the vote of the holders of a majority of members present shall decide any questions brought before such meeting, unless the questions are ones upon which, by express provision of law or of the Association's Articles of Incorporation, a different vote is required, in which case such express provision shall govern and control the decision of such question.

Section 10. Matters Reserved to Membership Vote. The following matters shall be authorized only upon a vote "thereon" by the members at a meeting called to consider such matter:

1. An amendment to the Association's Articles of Incorporation;



2. The election of the Board of Directors; and

3. Any other matter which the Board of Directors, in their sole discretion, by resolution shall commit to a vote of the members.

## ARTICLE V BOARD OF DIRECTORS

Section 1.     General Powers. The affairs of the Association shall be managed by its Board of Directors.

Section 2.     Number, Tenure and Qualifications. The number of directors shall be no fewer than three (3) and no more than twenty-five (25) and may be changed from time to time by resolution of the Board of Directors. The Board of Directors shall appoint a committee to nominate successor directors. The directors shall be elected at an annual meeting of the members, except as provided in Section 8 of this Article, and each director elected shall hold office until his successor is elected and qualified or until his earlier death, resignation or removal. Directors shall be residents of the United States of America and be members of the association.

Section 3.     Regular Meetings. A regular annual meeting of the Board of Directors shall be held each year immediately after the annual meeting of the members of the Association for the purpose of electing officers and for the transaction of such other business as may come before the meeting. The regular annual meeting of directors shall be held without other notice than these By-Laws. The Board of Directors may provide by resolution the time and place, within or without the State of Missouri for the holding of additional regular meetings of the Board of Directors.

Section 4.     Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President or any two (2) directors. All special meetings shall be held at the registered office of the Association unless otherwise agreed upon by a majority of the Board of Directors in attendance at the meeting.

Section 5.     Notice. Notice of any special meeting of the Board of Directors and the business to be transacted shall be given at least five (5) days previously thereto by written notice delivered personally, by mail or through the internet to each director at his address shown on the

records of the Association. If notice be given by mail, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the director. Any director may waive notice transaction of any business because the meeting is not lawfully called or convened. The purpose of any special meeting of the Board of Directors shall be specified in the notice of such meeting.

Section 6. Quorum. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors provided that if less than a majority of the directors are present at said meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

Section 7. Manner of Acting. The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, except where otherwise provided by law or these By-Laws.

Section 8. Vacancies. Vacancies created by the death, resignation, or removal of a director may be filled by a majority vote of the directors then in office though less than a quorum, and each director so chosen shall hold office until his successor is elected and qualified or until his earlier death, resignation or removal. A director may be removed at any time, with or without cause, by a vote of a majority of the remaining directors. If there are not directors in office, then an election of directors may be held in the manner provided by law. Newly created directorships shall be filled by election at an annual meeting or special meeting called for that purpose.

Section 9. Compensation. Directors as such shall not receive any stated salaries for their services, but by resolution of the Board of Directors, a fixed sum and expenses of attendance, if any, may be allowed for attendance at each meeting of the Board of Directors. Nothing herein contained shall be construed to preclude any director from serving the Association in any other capacity and receiving compensation therefor upon approval by the Board.

Section 10. Telephonic Participation in Meeting. The members of the Board of Directors, or of any committee designated by the Board of Directors, may participate in a meeting of the Board of Directors or committee by means of conference telephone or similar communications equipment whereby all persons participating in the meeting can hear each other, and participation in a meeting in this manner shall constitute presence in person at the meeting.

Section 11. Action by Written Consent. Any action which is required to be or may be taken at a meeting of the directors, or of any committee of the directors, may be taken without a meeting if consents in writing, setting forth the action so taken are signed by all of the members of the Board of Directors or of the committee as the case may be. The consents shall have the same

force and effect as a unanimous vote at a meeting duly held. The Secretary shall file the consents with the minutes of the meetings of the Board of Directors or of the committee as the case may be.

## ARTICLE VI OFFICERS

Section 1. Officers. The Officers of the Association shall be a President, one or more Vice Presidents (the number thereof to be determined by the Board of Directors), a Treasurer, a Secretary or combination thereof, and such other officers as may be elected in accordance with the provisions of this article. The Board of Directors may elect or appoint other officers, including one or more Assistant Secretaries and one or more Assistant Treasurers, as it shall deem desirable, such officers to have the authority and perform the duties prescribed, from time to time, by the Board of Directors. Any two or more offices may be held by the same person, except the offices of President and Secretary.

Section 2. Election and Term of Office. The Officers of the Association shall be elected annually by the Board of Directors at the regular annual meeting of the Board of Directors. If the election of Officers shall not be held at such meeting, such election shall be held as soon thereafter as convenient. Vacancies may be filled or new officers created and filled at any meeting of the Board of Directors. Each Officer shall hold office until his successor shall have been duly elected and shall have qualified.

Section 3. Removal. Any Officer or Agent elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the Association would be served thereby.

Section 4. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

Section 5. President. The President of the Association shall be the principal executive officer of the Association. He shall supervise and conduct the affairs of the Association in such manner as will best accomplish the purposes set forth in the Articles of Incorporation of the Association. He shall preside at all meetings of the Association members and the Board of Directors. He shall countersign all checks together with the Treasurer.

Section 6. Vice President. In the absence of the President, or in the event of his inability or refusal to act, the Vice President shall perform the duties of the President, and when so

acting, shall have all the powers of and be subject to all the restrictions upon the President. The Vice President shall perform such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

Section 7.     Treasurer. The Treasurer or Assistant Treasurer shall have charge and custody of and be responsible for all funds and securities of the Association; receive and give receipts for monies received by the Association from any source whatsoever, and deposit all such monies in the name of the Association in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article VIII of these By-Laws.

Section 8.     Secretary. The Secretary or Assistant Secretary of the Association shall keep the minutes of the meetings of the members and of the Board of Directors in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these By-Laws or as required by law; be custodian of the corporate records of the Association; see that the seal of the Association, if any, is affixed to all documents, the execution of which on behalf of the Association under its seal, if any, is duly authorized in accordance with the provisions of these By-Laws; keep a register of the post office address of each member which shall be furnished to the Secretary or Assistant Secretary by such member; and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to the Secretary or Assistant Secretary by the President or by the Board of Directors.

## ARTICLE VII COMMITTEES

Section 1.     Committees of Directors. The Board of Directors, by resolution adopted by the majority of the directors in office, may designate one or more committees, each of which shall consist of two (2) or more directors, which committees, to the extent provided in said resolution, shall have and exercise the authority of the Board of Directors in the management of the Association; but the designation of such committees and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual director, of any responsibility imposed upon it or him by law. The President shall be an ex-officio member of all committees of directors.

Section 2.     Other Committees. Other committees not having and exercising the authority of the Board of Directors in the management of the Association may be designated by a resolution adopted by a majority of the directors present at a meeting at which a quorum is present. Except as otherwise provided in such resolution, members of each such committee shall be members of the Association, and the President of the Association shall appoint the members thereof. Any member thereof may be removed by the person or persons authorized to appoint such member

whenever in their judgment the best interests of the Association will be served by such removal. One member of each committee shall be a director.

Section 3      Vacancies. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of original appointments.

Section 4.      Quorum. Unless provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

Section 5.      Rules. Each committee may adopt rules for its own government not inconsistent with these By-Laws or with rules adopted by the Board of Directors.

## ARTICLE VIII CONTRACTS, CHECKS, DEPOSITS, AND FUNDS

Section 1.      Contracts. The Board of Directors may authorize the officers or agents of the Association to enter into contracts or to execute and deliver documents in the name of and on behalf of the Association. Such authority shall be confined to specific instances. Such contracts may be for any purpose deemed by the Board of Directors to be appropriate, including the contracting with a third party for any or all administrative and other services and functions necessary for the Association to achieve its purpose.

Section 2.      Checks, Drafts, Etc. All checks, drafts, or other orders for payment of money, notes or other evidences of indebtedness issued in the name of the Association shall be signed by such officer or officers, agent or agents of the Association and in such manner as shall from time to time be determined by the resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer or an Assistant Treasurer and countersigned by the President or Vice President of the Association.

Section 3.      Deposits. All funds coming into possession of the Association shall be deposited from time to time to the credit of the Association in such banks, trust companies, or other depositories as the Board of Directors may select.

Section 4.      Gifts. The Board of Directors may accept on behalf of the Association any contributions, gifts, bequests, or device for the general purpose or for any special purpose of the Association.

Section 5.     Loans.   The Association may, upon authorization of the Board of Directors, from time to time accept or negotiate loans of financial assistance to be repaid at such time as the Association is reasonably able to repay.

## ARTICLE IX CERTIFICATES OF MEMBERSHIP

Section 1.     Certificates of Membership.   The Board of Directors may provide for the issuance of certificates evidencing membership in the Association which shall be in such form as may be determined by the Board.   Such certificates shall be signed by the President or Vice President and shall be sealed with the seal of the Association, if any.   The name and address of each member and the date of issuance of the certificate shall be entered on the records of the Association.   If any certificate shall become lost, mutilated or destroyed, a new certificate may be issued therefor upon such terms and conditions as the Board of Directors may determine.

Section 2.     Issuance of Certificates.   When a member has applied for and is eligible for membership and has paid any initiation fee and dues that may then be required, a certificate of membership shall be issued and delivered to him by the Secretary, if the Board of Directors shall have provided for the issuance of certificates of membership under the provisions of Section 1 of this article.

## ARTICLE X BOOKS AND RECORDS

The Association shall keep correct and complete books and records of accounts and shall also keep minutes of the proceedings of its members, Board of Directors and committees having any of the authority of the Board of Directors, and shall keep at the registered or principal office a record giving the names and addresses of the members entitled to vote.   All books and records of the Association may be inspected by any member, or his agent or attorney for any purpose at any reasonable time.

## ARTICLE XI DUES AND INITIATION FEE

Section 1.     Annual Dues.   The Board of Directors may determine from time to time the amount of annual dues payable to the Association by members of each class.

Section 2.      Payment of Dues. Dues shall be payable in advance.

Section 3.      Default and Termination of Membership. When any member of any class shall be in default in the payment of dues for a period of one month from the beginning of the period from which such dues became payable, such member shall be automatically dropped from membership unless the Board of Directors, in its discretion, extends the time for payment of dues.

Section 4.      Initiation Fee. Each member may be required to pay, in addition to applicable dues, the amount of any initiation fee designated by the Board of Directors as a prerequisite to membership. The Board of Directors may provide that the initiation fee is waived for members who are part of a group where the sponsor pays a stated initiation fee on behalf of all group members.

## ARTICLE XII FISCAL YEAR

The fiscal year of the Association shall begin the first day of January and end on the last day of December in each year.

## ARTICLE XIII SEAL

The Board of Directors may provide a corporate seal which shall be in the form of a circle and shall have inscribed thereon the name of the corporation and the words "Corporate Seal".

## ARTICLE XIV WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of the General Not-For-Profit Corporation Law of Missouri under the provisions of the Articles of Incorporation or the By-Laws of the Association, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XV  
AMENDMENT OF BY-LAWS

These By-Laws may be altered, amended or repealed and new By-Laws may be adopted by a two-thirds (2/3) majority of the directors present at any regular meeting or any special meeting, provided that at least seven (7) days' written notice is given of intention to alter, amend or repeal or to adopt new By-Laws at such meeting.

ARTICLE XVI  
INDEMNIFICATION

The Association shall provide for indemnification by the Association of any and all of its directors or officers or former directors or officers against expenses actually and necessarily incurred by them in connection with the defense of any action, suit, or proceeding, in which they or any of them are made parties, or a party, by reason of having been directors or officers of the Association, except in relation to matters as to which such director or officer or former director or officer shall be adjudged in such action, suit, or proceeding to be liable for gross negligence or misconduct in the performance of duty and to such matters as shall be settled by agreement predicated on the existence of such liability for gross negligence or misconduct.

ARTICLE XVII  
DISSOLUTION

The Association shall use its funds only to accomplish the objectives and purposes specified in these By-Laws, and no part of said funds shall inure, or be distributed, to the members of the Association. On dissolution of the Association any funds remaining shall be distributed to one or more regularly organized and qualified charitable, educational, scientific, or philanthropic organizations to be selected by the Board of Directors.



# STATE OF MISSOURI



Robin Carnahan  
Secretary of State

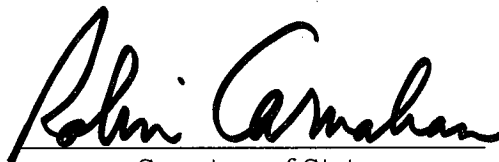
CERTIFICATE OF AMENDMENT  
OF A  
MISSOURI NONPROFIT CORPORATION

WHEREAS,

*Personal Financial Protection Association*  
*N00051792*

a corporation organized under The Missouri Nonprofit Corporation Law has delivered to me its Articles of Amendment of its Articles of Incorporation and has in all respects complied with the requirements of law governing the Amendment of Articles of Incorporation under The Missouri Nonprofit Corporation Law, and that the Articles of Incorporation of said corporation are amended in accordance therewith.

IN TESTIMONY WHEREOF, I hereunto  
set my hand and cause to be affixed the  
GREAT SEAL of the State of Missouri.  
Done at the City of Jefferson, this  
29th day of January, 2007.

  
Secretary of State





**State of Missouri**  
Robin Carnahan, Secretary of State

Corporations Division  
P.O. Box 778 / 600 W. Main Street, Rm 322  
Jefferson City, MO 65102

File Number: 200703121118  
N00051792  
Date Filed: 01/29/2007  
Robin Carnahan  
Secretary of State

**Articles of Amendment  
for a Nonprofit Corporation**  
(Submit with filing fee of \$10.00)

The undersigned corporation, for the purpose of amending its articles of incorporation, hereby executes the following articles of amendment:

- (1) The name of corporation is: Personal Financial Protection Association
- (2) The amendment was adopted on January 10, 2007 and changed article(s) 5 to state as follows:  
*month/day/year*  
Article number Five (5) is amended to read as follows:  
See attached.

- (3) If approval of members was not required, and the amendment(s) was approved by a sufficient vote of the board of directors or incorporators, check here and skip to number (5): ✓

- (4) If approval by members was required, check here and provide the following information: \_\_\_\_\_

- A. Number of memberships outstanding: \_\_\_\_\_  
B. Complete either C or D:

- C. Number of votes for and against the amendments(s) by class was:

Class:	Number entitled to vote:	Number voting for:	Number voting against:
_____	_____	_____	_____
_____	_____	_____	_____

Please see next page

Name and address to return filed document:

Name: Ryan C. Johnston  
Address: 16476 Chesterfield Airport Rd.  
City, State, and Zip Code: Chesterfield, MO 63017

State of Missouri  
Amend/Restate - NonProfit 3 Page(s)



T0702962141

D. Number of undisputed votes cast for the amendment(s) was sufficient for approval, and was:

Class: Number Voting undisputed:

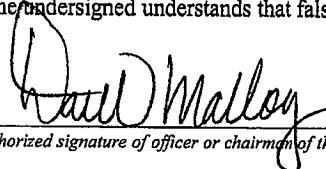
_____	_____
_____	_____
_____	_____

The number of votes cast in favor of the amendment(s) by each class was sufficient for approval by that class.

(5) If approval of the amendment(s) by some person(s) other than the members, the board or the incorporators was required pursuant to section 355.606, check here to indicate that approval was obtained: \_\_\_\_\_

In Affirmation thereof, the facts stated above are true and correct:

(The undersigned understands that false statements made in this filing are subject to the penalties provided under Section 575.040, RSMo)

  
Authorized signature of officer or chairman of the board

DANIEL J. MALLOY  
Printed Name

CHAIRMAN  
Title

12/5/05  
Date

The general purposes of the Personal Financial Protection Association ("Association") shall be as stated in its Articles of Incorporation and otherwise (i) to provide information, products and services designed to help members of the Association maintain their creditworthiness and manage their personal expenses, including but not limited to bills, debts and other expenses, and (ii) to engage in the development, creation and distribution of various benefits, services, discounts and privileges for members of the Association by using, among other things, the collective buying power of all members, and (iii) to engage in all other permitted purposes under the General Not-For-Profit Law of the State of Missouri.

# STATE OF MISSOURI



Robin Carnahan  
Secretary of State

CERTIFICATE OF AMENDMENT  
OF A  
MISSOURI NONPROFIT CORPORATION

WHEREAS,

*Personal Financial Protection Association  
N00051792*

Formerly,

*UNITED SERVICE EMPLOYEES ASSOCIATION*

a corporation organized under The Missouri Nonprofit Corporation Law has delivered to me its Articles of Amendment of its Articles of Incorporation and has in all respects complied with the requirements of law governing the Amendment of Articles of Incorporation under The Missouri Nonprofit Corporation Law, and that the Articles of Incorporation of said corporation are amended in accordance therewith.

IN TESTIMONY WHEREOF, I hereunto  
set my hand and cause to be affixed the  
GREAT SEAL of the State of Missouri.  
Done at the City of Jefferson, this  
22nd day of June, 2006.

  
Secretary of State





**State of Missouri**  
Robin Carnahan, Secretary of State

Corporations Division  
P.O. Box 778 / 600 W. Main Street, Rm 322  
Jefferson City, MO 65102

File Number: 200617721110  
N00051792  
Date Filed: 06/22/2006  
Robin Carnahan  
Secretary of State

**Articles of Amendment  
for a Nonprofit Corporation**  
(Submit with filing fee of \$10.00)

The undersigned corporation, for the purpose of amending its articles of incorporation, hereby executes the following articles of amendment:

- (1) The name of corporation is: United Service Employees Association
- (2) The amendment was adopted on June 19, 2006 and changed article(s) 1 and 5 to state as follows:  
month/day/year

Article number One (1) is amended to read as follows:

The name of the corporation is: Personal Financial Protection Association

Article number Five (5) is amended to read as follows:

See attached.

- (3) If approval of members was not required, and the amendment(s) was approved by a sufficient vote of the board of directors or incorporators, check here and skip to number (5): ☒

- (4) If approval by members was required, check here and provide the following information: \_\_\_\_\_

A. Number of memberships outstanding: \_\_\_\_\_

B. Complete either C or D: \_\_\_\_\_

C. Number of votes for and against the amendments(s) by class was:

Class:	Number entitled to vote:	Number voting for:	Number voting against:
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_____	_____	_____	_____
_____	_____	_____	_____

State of Missouri  
Amend/Restate - NonProfit 3 Page(s)



T0617301083

Name and address to return filed document:

Name: Ryan C. Johnston

Address: 16476 Chesterfield Airport Rd.

City, State, and Zip Code: Chesterfield, MO 63017

Corp. 53A (01/05)

☐ D. Number of undisputed votes cast for the amendment(s) was sufficient for approval, and was:

Class:	Number Voting undisputed:
_____	_____
_____	_____
_____	_____

The number of votes cast in favor of the amendment(s) by each class was sufficient for approval by that class.

(5) If approval of the amendment(s) by some person(s) other than the members, the board or the incorporators was required pursuant to section 355.606, check here to indicate that approval was obtained: \_\_\_\_\_

In Affirmation thereof, the facts stated above are true and correct:

(The undersigned understands that false statements made in this filing are subject to the penalties provided under Section 575.040, RSMo)

Karen Boeker  
Authorized signature of officer or chairman of the board

KAREN BOEKER  
Printed Name

Secretary  
Title

6/20/06  
Date

The purpose or purposes for which the corporation is organized are:

To promote the common interests of the members by providing information, education, counseling and products to assist the members in maintaining and managing their personal credit.

To exercise all the powers conferred upon corporations formed under the Missouri Not-For-Profit Corporation Act.



# STATE OF MISSOURI



**Rebecca McDowell Cook**  
**Secretary of State**

CORPORATION DIVISION  
CERTIFICATE OF AMENDMENT  
OF A  
MISSOURI NONPROFIT CORPORATION

WHEREAS,

UNITED SERVICE EMPLOYEES ASSOCIATION

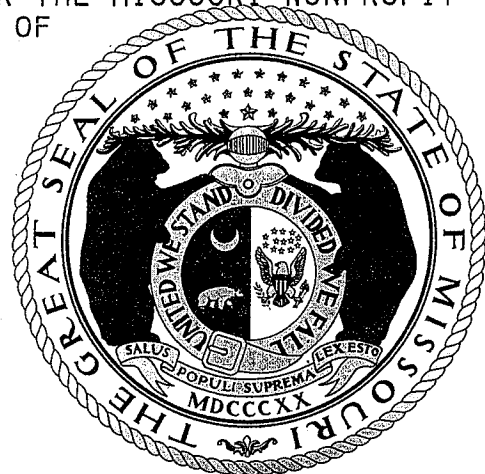
FORMERLY,

UNITED SERVICE EMPLOYEES

A CORPORATION ORGANIZED UNDER THE MISSOURI NONPROFIT CORPORATION LAW HAS DELIVERED TO ME DUPLICATE ORIGINALS OF ARTICLES OF AMENDMENT OF ITS ARTICLES OF INCORPORATION AND HAS IN ALL RESPECTS COMPLIED WITH REQUIREMENTS OF LAW GOVERNING THE AMENDMENT OF ARTICLES OF INCORPORATION UNDER THE MISSOURI NONPROFIT CORPORATION LAW, AND THAT THE ARTICLES OF INCORPORATION OF SAID CORPORATION ARE AMENDED IN ACCORDANCE THEREWITH.

IN TESTIMONY WHEREOF, I HAVE SET MY HAND AND IMPRINTED THE GREAT SEAL OF THE STATE OF MISSOURI, ON THIS, THE 16TH DAY OF JULY, 1999.

*Rebecca McDowell Cook*  
Secretary of State



\$10.00



**State of Missouri**  
**Rebecca McDowell Cook, Secretary of State**  
P. O. Box 778, Jefferson City, MO 65102  
**Corporation Division**

**Articles of Amendment  
for a Nonprofit Corporation**  
(Submit in duplicate with filing fee of \$10.00)

FILED AND CERTIFICATE  
ISSUED  
JUL 16 1999

The undersigned corporation, for the purpose amending its articles of incorporation hereby executes the following articles of amendment:

*Rebecca McDowell Cook*  
SECRETARY OF STATE

- (1) The name of corporation is: United Service Employees
- (2) The text of the amendment(s) and the date(s) of adoption are as follows:  
Article number one (i) of the Articles of Incorporation is  
amended to read as follows as of 7-14-99.  
The name of the Association is:  
United Service Employees Association
- (3) If approval of members was not required, and the amendment(s) was approved by a sufficient vote of the board of directors or incorporators, check here and skip to number (5): ☒
- (4) If approval by members was required, check here and provide the following information: \_\_\_\_\_
- A. Number of memberships outstanding: \_\_\_\_\_
- B. Complete either i or ii.
- i. Number of votes for and against the amendment(s) by class was:
- | Class: | Number entitled to vote: | Number voting for: | Number voting against: |
|--------|--------------------------|--------------------|------------------------|
| _____  | _____                    | _____              | _____                  |
| _____  | _____                    | _____              | _____                  |
| _____  | _____                    | _____              | _____                  |
- ii. Number of undisputed votes cast for the amendment(s) was sufficient for approval, and was:
- | Class: | Number voting undisputed: |
|--------|---------------------------|
| _____  | _____                     |
| _____  | _____                     |
| _____  | _____                     |
- The number of votes cast in favor of the amendment(s) by each class was sufficient for approval by that class.
- (5) If approval of the amendment(s) by some person(s) other than the members, the board or the incorporators was required pursuant to section 355.606, check here to indicate that approval was obtained: \_\_\_\_\_

In affirmation of the facts stated above,

*[Signature]*  
(Authorized signature of officer or chairman of the board)

President  
(Title)

7/14/99  
(Date of signature)

# STATE OF MISSOURI



**Rebecca McDowell Cook**  
**Secretary of State**

CORPORATION DIVISION  
CERTIFICATE OF AMENDMENT  
OF A  
MISSOURI NONPROFIT CORPORATION

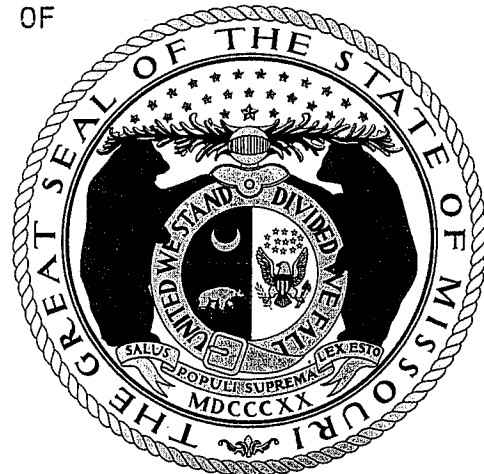
WHEREAS,

UNITED SERVICE EMPLOYEES

A CORPORATION ORGANIZED UNDER THE MISSOURI NONPROFIT CORPORATION LAW HAS DELIVERED TO ME DUPLICATE ORIGINALS OF ARTICLES OF AMENDMENT OF ITS ARTICLES OF INCORPORATION AND HAS IN ALL RESPECTS COMPLIED WITH REQUIREMENTS OF LAW GOVERNING THE AMENDMENT OF ARTICLES OF INCORPORATION UNDER THE MISSOURI NONPROFIT CORPORATION LAW, AND THAT THE ARTICLES OF INCORPORATION OF SAID CORPORATION ARE AMENDED IN ACCORDANCE THEREWITH.

IN TESTIMONY WHEREOF, I HAVE SET MY HAND AND IMPRINTED THE GREAT SEAL OF THE STATE OF MISSOURI, ON THIS, THE 10TH DAY OF AUGUST, 1998.

*Rebecca McDowell Cook*  
Secretary of State



\$10.00



# State of Missouri

Rebecca McDowell Cook, Secretary of State

P. O. Box 778, Jefferson City, MO 65102

Corporation Division

ISSUED

AUG 10 1998

## Articles of Amendment for a Nonprofit Corporation

(Submit in duplicate with filing fee of \$10.00)

Rebecca McDowell Cook  
SECRETARY OF STATE

The undersigned corporation, for the purpose amending its articles of incorporation, hereby executes the following articles of amendment:

- (1) The name of corporation is: United Service Employees
- (2) The text of the amendment(s) and the date(s) of adoption are as follows:  
Article number 5 of the Articles of Incorporation are amended  
to read as follows:

See Attached  
Adopted Dated: July 27, 1998

- (3) If approval of members was not required, and the amendment(s) was approved by a sufficient vote of the board of directors or incorporators, check here and skip to number (5): ☒

- (4) If approval by members was required, check here and provide the following information: \_\_\_\_\_

A. Number of memberships outstanding: \_\_\_\_\_

B. Complete either i or ii.

i. Number of votes for and against the amendment(s) by class was:

Class:	Number entitled to vote:	Number voting for:	Number voting against:
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____

ii. Number of undisputed votes cast for the amendment(s) was sufficient for approval, and was:

Class:	Number voting undisputed:
_____	_____
_____	_____
_____	_____

The number of votes cast in favor of the amendment(s) by each class was sufficient for approval by that class.

- (5) If approval of the amendment(s) by some person(s) other than the members, the board or the incorporators was required pursuant to section 355.606, check here to indicate that approval was obtained: \_\_\_\_\_

In affirmation of the facts stated above,

[Signature]  
(Authorized signature of officer or chairman of the board)

President  
(Title)

7/27/98  
(Date of signature)

The purpose or purposes for which the corporation is being organized are:

To promote the common interests of the individuals working in the service industries. It is recognized that such individuals typically do not have the educational training, information or benefits that are common in other industries, therefore; the Association will take advantage of the purchasing power its members can obtain by banding together to obtain the aforementioned programs and to conduct or engage in all lawful activities in furtherance of the foregoing purposes.

The following list of industries, which is not all inclusive, represent industries whose employees, independent contractors and owners are eligible for membership: Service Stations (Gas Stations, i.e. Convenience Stores), Janitorial Services or Companies, Banquet Facilities, Security Guard Companies, Nursing Home Employees, Golf Course Employees, Restaurants Employees, Dry Cleaner Employees, Laundry Mat/Company Employees, Lawn Service or Gardening Facilities, Small Tool and or Machinery Workers, Car Washes, Caterers, Plumbers, and Electricians.

FILED AND CERTIFICATE  
ISSUED

AUG 10 1998

*Rebecca McDowell Cook*  
SECRETARY OF STATE

# STATE OF MISSOURI



**Rebecca McDowell Cook**  
**Secretary of State**

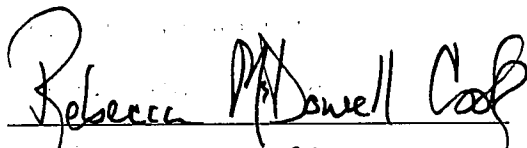
CORPORATION DIVISION

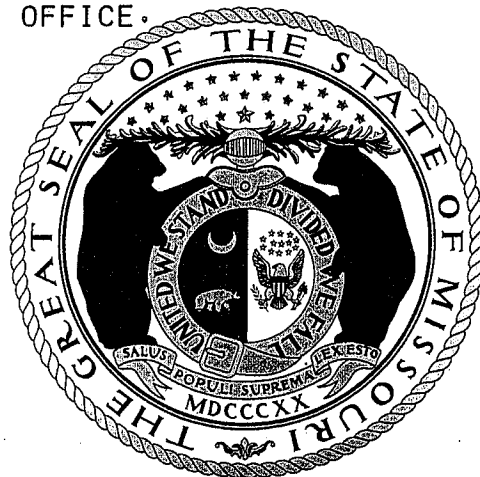
## CERTIFICATE OF CORPORATE GOOD STANDING

I, REBECCA MCDOWELL COOK, SECRETARY OF STATE OF THE STATE  
OF MISSOURI, DO HEREBY CERTIFY THAT THE RECORDS IN MY OFFICE  
AND IN MY CARE AND CUSTODY REVEAL THAT  
UNITED SERVICE EMPLOYEES

WAS INCORPORATED UNDER THE LAWS OF THIS STATE ON THE 27TH  
DAY OF FEBRUARY, 1995, AND IS IN GOOD STANDING, HAVING FULLY  
COMPLIED WITH ALL REQUIREMENTS OF THIS OFFICE.

IN TESTIMONY WHEREOF, I HAVE SET MY  
HAND AND IMPRINTED THE GREAT SEAL OF  
THE STATE OF MISSOURI, ON THIS, THE  
26TH DAY OF FEBRUARY, 1998.

  
Secretary of State



# STATE OF MISSOURI



**Rebecca McDowell Cook**  
**Secretary of State**

CORPORATION DIVISION  
CERTIFICATE OF AMENDMENT  
OF A  
MISSOURI NONPROFIT CORPORATION

WHEREAS,

UNITED SERVICE EMPLOYEES

FORMERLY,

UNITED EMPLOYERS ASSOCIATION

A CORPORATION ORGANIZED UNDER THE MISSOURI NONPROFIT CORPORATION LAW HAS DELIVERED TO ME DUPLICATE ORIGINALS OF ARTICLES OF AMENDMENT OF ITS ARTICLES OF INCORPORATION AND HAS IN ALL RESPECTS COMPLIED WITH REQUIREMENTS OF LAW GOVERNING THE AMENDMENT OF ARTICLES OF INCORPORATION UNDER THE MISSOURI NONPROFIT CORPORATION LAW, AND THAT THE ARTICLES OF INCORPORATION OF SAID CORPORATION ARE AMENDED IN ACCORDANCE THEREWITH.

IN TESTIMONY WHEREOF, I HAVE SET MY HAND AND IMPRINTED THE GREAT SEAL OF THE STATE OF MISSOURI, ON THIS, THE 5TH DAY OF NOVEMBER, 1997.

*Rebecca McDowell Cook*  
Secretary of State

\$10.00







# State of Missouri

Rebecca McDowell Cook, Secretary of State

P.O. Box 778, Jefferson City, Mo. 65102

Corporation Division

FILED AND CERTIFICATE  
ISSUED

NOV 05 1997

## Articles of Amendment to the Articles of Incorporation of a General Not For Profit Corporation

Rebecca McDowell Cook  
SECRETARY OF STATE

(To be submitted in duplicate with a filing fee of \$10)

The undersigned corporation, for the purpose of amending its Articles of Incorporation and pursuant to the provisions of the "General Not For Profit Corporation Law" of the State of Missouri, hereby executes the following Articles of Amendment:

1. The name of the corporation is United Employers Association
2. There are No members, having voting rights with respect to amendments;  
(Insert "no" or "some")

(Strike paragraphs (a), (b) or (c) when not applicable)

3. (a) ~~At a meeting of members, at which a quorum was present, held on 19~~  
~~same receiving at least two-thirds (2/3) of the votes entitled to be cast by the members of the corporation~~  
~~present or represented by proxy at such meeting, the following amendments were adopted:~~  
(b) ~~By a consent in writing signed by two-thirds (2/3) of all the members of the corporation entitled to~~  
~~vote with respect thereto, the following amendments were adopted:~~  
(c) At a meeting of directors (members having no voting rights with respect to amendments) held on 10/28,  
19 97, same receiving the votes of a majority of the directors then in office, the following amendment  
or amendments were adopted;

4. Article number One (1) is amended to read as follows:

The name of the corporation is:  
United Service Employees

5. Article number Five (5) is amended to read as follows:  
See Attached



5. The purpose or purposes for which the corporation is organized are:

To promote the common interests of employees; to consider and deal by all lawful means with common problems of employees and help them take advantage of the mass marketing purchase power and other benefit enhancements of other organizations; and to conduct or engage in all lawful activities in furtherance of the foregoing purposes.

To provide services and benefits as deemed beneficial to the members as well as any other activity permitted under the Missouri Not-For-Profit Corporation Act.

FILED AND CERTIFICATE  
ISSUED

NOV 05 1997

Rebecca McDonald Cook  
SECRETARY OF STATE

# STATE OF MISSOURI



**Rebecca McDowell Cook**  
**Secretary of State**

CORPORATION DIVISION  
CERTIFICATE OF INCORPORATION  
GENERAL NOT FOR PROFIT

WHEREAS, DUPLICATE ORIGINALS OF ARTICLES OF INCORPORATION OF  
UNITED EMPLOYERS ASSOCIATION

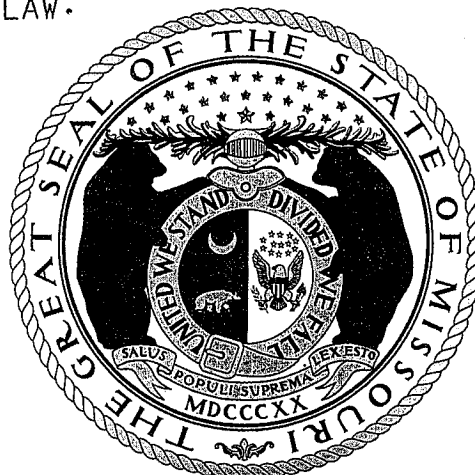
HAVE BEEN RECEIVED AND FILED IN THE OFFICE OF THE SECRETARY OF  
STATE, WHICH ARTICLES, IN ALL RESPECTS, COMPLY WITH THE  
REQUIREMENTS OF GENERAL NOT FOR PROFIT CORPORATION LAW;

NOW, THEREFORE, I, REBECCA MCDOWELL COOK, SECRETARY OF STATE  
OF THE STATE OF MISSOURI, BY VIRTUE OF THE AUTHORITY VESTED IN  
ME BY LAW, DO HEREBY CERTIFY AND DECLARE THIS ENTITY A BODY  
CORPORATE, DULY ORGANIZED THIS DATE AND THAT IT IS ENTITLED TO  
ALL RIGHTS AND PRIVILEGES GRANTED CORPORATIONS ORGANIZED UNDER  
THE GENERAL NOT FOR PROFIT CORPORATION LAW.

IN TESTIMONY WHEREOF, I HAVE SET MY  
HAND AND IMPRINTED THE GREAT SEAL OF  
THE STATE OF MISSOURI, ON THIS, THE  
27TH DAY OF FEBRUARY, 1995.

*Rebecca McDowell Cook*

Secretary of State



\$15.00



# State of Missouri

Judith K. Moriarty, Secretary of State  
P.O. Box 778, Jefferson City, Mo. 65102

Corporation Division

FILED AND CERTIFICATE OF  
INCORPORATION ISSUED  
Articles of Incorporation of a General Not For Profit Corporation  
FEB 27 1995  
Filing Fee \$10.00

We the undersigned,

(Not less than three)

Rebecca McDowell Cook  
SECRETARY OF STATE

Type or Print Name	Number	Street	City	State	Zip
DALE TURVEY	16601	KEHRSGROVE DR	CHESTERFIELD	MO	63005
WILLIAM A. WARMANN, JR	32	GREEN #4 DR	ST CHARLES	MO	63303
GARY JOHNSTON	4506	MEADOWFORD DR	ST LOUIS	MO	63129

being natural persons of the age of eighteen years or more and citizens of the United States, for the purpose of forming a corporation under the "General Not For Profit Corporation Law" of the State of Missouri, do hereby adopt the following Articles of Incorporation:

- The name of the corporation is UNITED EMPLOYERS ASSOCIATION
- The period of duration of the corporation is perpetual  
(Please state "perpetual" or a definite number of years)
- The address of its initial Registered Office in the State of Missouri is 1819 CLARKSON RD,  
STE 301 CHESTERFIELD 63017  
(City) (Zip)  
and the name of its initial Registered Agent at said address is KAREN BOEKER
- The first Board of Directors shall be THREE (3) in number, their names and addresses being as follows:  
(At least three required)

Type or Print Name	Number	Street	City	State	Zip
GARY JOHNSTON	4506	MEADOWFORD DR	ST LOUIS	MO	63129
WILLIAM A. WARMANN, JR	32	GREEN #4 DR	ST CHARLES	MO	63303
KAREN K. BOEKER	13	BORDEAUX PL	LAKE ST LOUIS	MO	63367

5. The purpose or purposes for which the corporation is organized are:

" SEE EXHIBIT A ATTACHED "

EXHIBIT "A"

5. The purpose or purposes for which the corporation is organized are:

To promote the common interests of employers; to consider and deal by all lawful means with common problems of employers and help them take advantage of the mass marketing purchase power and other benefit enhancements of other organizations; and to conduct or engage in all lawful activities in furtherance of the foregoing purposes.

To provide services and benefits as deemed beneficial to the members as well as any other activity permitted under the Missouri Not-For-Profit Corporation Act.

FILED AND CERTIFICATE OF  
INCORPORATION ISSUED

FEB 27 1995

*Rebecca McDowell Cook*  
SECRETARY OF STATE

**BY-LAWS**  
**OF**  
**"PERSONAL FINANCIAL PROTECTION ASSOCIATION"**

**ARTICLE I**  
**PURPOSES**

The general purposes of the Personal Financial Protection Association ("Association") shall be as stated in its Articles of Incorporation and otherwise (i) to provide information, products and services designed to help members of the Association maintain their creditworthiness and manage their personal expenses, including but not limited to bills, debts and other expenses, and (ii) to engage in the development, creation and distribution of various benefits, services, discounts and privileges for members of the Association by using, among other things, the collective buying power of all members, and (iii) to engage in all other permitted purposes under the General Not-For-Profit Law of the State of Missouri

**ARTICLE II**  
**OFFICES**

The Association shall have and continuously maintain in this state a registered office and a registered agent, and the registered office of the association shall be identical with that of its registered agent. The Association may have other offices within or without the State of Missouri as the Board of Directors may from time to time determine.

**ARTICLE III**  
**MEMBERS**

**Section 1.**     **Classes of Members.**     The Association shall have two (2) classes of members. The designation of such classes and qualifications of the members of such classes shall be as follows:

1. Individual membership: The individual is entitled to participate in all benefit programs offered by the Association.
2. Family membership: The member and his spouse are entitled to participate in all benefit programs offered by the Association.

**Section 2.**     **Voting Rights.** Each member of classes 1 and 2 shall be entitled to one vote on each matter submitted to a vote of the members by the Board of Directors. Voting may be in person or by proxy; provided that no proxy may be used for voting purposes unless the original of the proxy is filed with the Secretary of the Association at least seven (7) days before the meeting at which it is to be used.

Section 3. Termination of Membership. Any member who shall be in default in the payment of dues for the period fixed in Article XI of the By-Laws is automatically ineligible for membership and loses all privileges and rights of the Association, subject to the discretion of the Board of Directors to extend such time period for the payment of dues.

Section 4. Resignation. Any member may resign by filing a written resignation with the Secretary, but such resignation shall not entitle such member to any refund of dues and the member shall immediately lose all privileges and rights of the Association.

Section 5. Reinstatement. Upon written reapplication a former member may be reinstated to membership in the Association.

Section 6. Transfer of Membership. Membership in the Association is not transferable or assignable.

#### ARTICLE IV MEETINGS OF MEMBERS

Section 1. Annual Meeting. An annual meeting of the members of the Association shall be held for the purpose of electing Directors and the transaction of any other business as may come before the meeting. The date of the annual meeting shall be determined by the Board of Directors.

Section 2. Special Meeting. Special meetings of the members, for any purpose or purposes, unless otherwise prescribed by law, may be called by the President and shall be called by the Secretary at the direction of a majority of the Board of Directors, or at the request in writing of members representing at least one hundred (100) votes entitled to be cast at such meeting.

Section 3. Place of Meeting. The Board of Directors may designate any place, within or without the State of Missouri as the place of meeting for any annual meeting. The President or the Board of Directors may designate any place within or without the State of Missouri as the place of the meeting for any special meeting. If no designation is made, the place of meeting shall be the registered office of the Association.

Section 4. Notice of Meetings. Written or printed notice stating the place, day and hour of any regular or special meeting of the Association members shall be delivered, either personally,

by mail or through the internet, to each member, not less than seven (7) or more than forty (40) days before the date of such meeting, by or at the direction of the President, or Secretary, or the Board of Directors or person calling the meeting. In the case of special meetings, the purpose for which the meeting is called shall be stated in the notice. If mailed, the notice of meeting shall be deemed delivered when deposited in the United States mail addressed to the member at this address as it appears on the records of the Association, with postage thereon paid. Notice of meetings may be included in any publication that is distributed to the member.

Section 5. Quorum. There shall be no minimum number of members necessary to be present at any regular meeting or special meeting, in order to constitute a quorum. Those members present shall therefore constitute a quorum.

Section 6. Manner of Acting. The act of a majority of the members present at any regular or special meeting shall constitute the act of the members.

Section 7. Informal Action by Members. Upon approval by the directors, any action required to be taken at a meeting of the members of the Association or any other action which may be taken at a meeting, may be taken without a meeting if consents in writing, setting forth the action so taken, shall be signed by a majority of the members with respect to the subject matter thereof.

Section 8. Parliamentary Procedures. Parliamentary Procedure for all meetings of members, directors, and committees shall be conducted in accordance with the latest revised edition of Robert's Rules of Order, unless otherwise inconsistent with these By-Laws.

Section 9. Voting. At all meetings of the members, each member of records shall be entitled to one (1) vote. A vote may be cast either orally or in writing in person or by proxy. A "member of record" is a person who is a member in good standing of the Association as of the close of business on a date, selected by the Board of Directors, not less than forty (40) days nor more than fifty (50) days before the date of the meeting (the "record date"). When a quorum is present at any meeting, the vote of the holders of a majority of members present shall decide any questions brought before such meeting, unless the questions are ones upon which, by express provision of law or of the Association's Articles of Incorporation, a different vote is required, in which case such express provision shall govern and control the decision of such question.

Section 10. Matters Reserved to Membership Vote. The following matters shall be authorized only upon a vote "thereon" by the members at a meeting called to consider such matter:

1. An amendment to the Association's Articles of Incorporation;

2. The election of the Board of Directors; and

3. Any other matter which the Board of Directors, in their sole discretion, by resolution shall commit to a vote of the members.

## ARTICLE V BOARD OF DIRECTORS

Section 1.     General Powers. The affairs of the Association shall be managed by its Board of Directors.

Section 2.     Number, Tenure and Qualifications. The number of directors shall be no fewer than three (3) and no more than twenty-five (25) and may be changed from time to time by resolution of the Board of Directors. The Board of Directors shall appoint a committee to nominate successor directors. The directors shall be elected at an annual meeting of the members, except as provided in Section 8 of this Article, and each director elected shall hold office until his successor is elected and qualified or until his earlier death, resignation or removal. Directors shall be residents of the United States of America and be members of the association.

Section 3.     Regular Meetings. A regular annual meeting of the Board of Directors shall be held each year immediately after the annual meeting of the members of the Association for the purpose of electing officers and for the transaction of such other business as may come before the meeting. The regular annual meeting of directors shall be held without other notice than these By-Laws. The Board of Directors may provide by resolution the time and place, within or without the State of Missouri for the holding of additional regular meetings of the Board of Directors.

Section 4.     Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President or any two (2) directors. All special meetings shall be held at the registered office of the Association unless otherwise agreed upon by a majority of the Board of Directors in attendance at the meeting.

Section 5.     Notice. Notice of any special meeting of the Board of Directors and the business to be transacted shall be given at least five (5) days previously thereto by written notice delivered personally, by mail or through the internet to each director at his address shown on the



records of the Association. If notice be given by mail, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the director. Any director may waive notice transaction of any business because the meeting is not lawfully called or convened. The purpose of any special meeting of the Board of Directors shall be specified in the notice of such meeting.

Section 6. Quorum. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors provided that if less than a majority of the directors are present at said meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

Section 7. Manner of Acting. The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, except where otherwise provided by law or these By-Laws.

Section 8. Vacancies. Vacancies created by the death, resignation, or removal of a director may be filled by a majority vote of the directors then in office though less than a quorum, and each director so chosen shall hold office until his successor is elected and qualified or until his earlier death, resignation or removal. A director may be removed at any time, with or without cause, by a vote of a majority of the remaining directors. If there are not directors in office, then an election of directors may be held in the manner provided by law. Newly created directorships shall be filled by election at an annual meeting or special meeting called for that purpose.

Section 9. Compensation. Directors as such shall not receive any stated salaries for their services, but by resolution of the Board of Directors, a fixed sum and expenses of attendance, if any, may be allowed for attendance at each meeting of the Board of Directors. Nothing herein contained shall be construed to preclude any director from serving the Association in any other capacity and receiving compensation therefor upon approval by the Board.

Section 10. Telephonic Participation in Meeting. The members of the Board of Directors, or of any committee designated by the Board of Directors, may participate in a meeting of the Board of Directors or committee by means of conference telephone or similar communications equipment whereby all persons participating in the meeting can hear each other, and participation in a meeting in this manner shall constitute presence in person at the meeting.

Section 11. Action by Written Consent. Any action which is required to be or may be taken at a meeting of the directors, or of any committee of the directors, may be taken without a meeting if consents in writing, setting forth the action so taken are signed by all of the members of the Board of Directors or of the committee as the case may be. The consents shall have the same

force and effect as a unanimous vote at a meeting duly held. The Secretary shall file the consents with the minutes of the meetings of the Board of Directors or of the committee as the case may be.

## ARTICLE VI OFFICERS

Section 1. Officers. The Officers of the Association shall be a President, one or more Vice Presidents (the number thereof to be determined by the Board of Directors), a Treasurer, a Secretary or combination thereof, and such other officers as may be elected in accordance with the provisions of this article. The Board of Directors may elect or appoint other officers, including one or more Assistant Secretaries and one or more Assistant Treasurers, as it shall deem desirable, such officers to have the authority and perform the duties prescribed, from time to time, by the Board of Directors. Any two or more offices may be held by the same person, except the offices of President and Secretary.

Section 2. Election and Term of Office. The Officers of the Association shall be elected annually by the Board of Directors at the regular annual meeting of the Board of Directors. If the election of Officers shall not be held at such meeting, such election shall be held as soon thereafter as convenient. Vacancies may be filled or new officers created and filled at any meeting of the Board of Directors. Each Officer shall hold office until his successor shall have been duly elected and shall have qualified.

Section 3. Removal. Any Officer or Agent elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the Association would be served thereby.

Section 4. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

Section 5. President. The President of the Association shall be the principal executive officer of the Association. He shall supervise and conduct the affairs of the Association in such manner as will best accomplish the purposes set forth in the Articles of Incorporation of the Association. He shall preside at all meetings of the Association members and the Board of Directors. He shall countersign all checks together with the Treasurer.

Section 6. Vice President. In the absence of the President, or in the event of his inability or refusal to act, the Vice President shall perform the duties of the President, and when so

acting, shall have all the powers of and be subject to all the restrictions upon the President. The Vice President shall perform such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

Section 7.     Treasurer. The Treasurer or Assistant Treasurer shall have charge and custody of and be responsible for all funds and securities of the Association; receive and give receipts for monies received by the Association from any source whatsoever, and deposit all such monies in the name of the Association in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article VIII of these By-Laws.

Section 8.     Secretary. The Secretary or Assistant Secretary of the Association shall keep the minutes of the meetings of the members and of the Board of Directors in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these By-Laws or as required by law; be custodian of the corporate records of the Association; see that the seal of the Association, if any, is affixed to all documents, the execution of which on behalf of the Association under its seal, if any, is duly authorized in accordance with the provisions of these By-Laws; keep a register of the post office address of each member which shall be furnished to the Secretary or Assistant Secretary by such member; and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to the Secretary or Assistant Secretary by the President or by the Board of Directors.

## ARTICLE VII COMMITTEES

Section 1.     Committees of Directors. The Board of Directors, by resolution adopted by the majority of the directors in office, may designate one or more committees, each of which shall consist of two (2) or more directors, which committees, to the extent provided in said resolution, shall have and exercise the authority of the Board of Directors in the management of the Association; but the designation of such committees and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual director, of any responsibility imposed upon it or him by law. The President shall be an ex-officio member of all committees of directors.

Section 2.     Other Committees. Other committees not having and exercising the authority of the Board of Directors in the management of the Association may be designated by a resolution adopted by a majority of the directors present at a meeting at which a quorum is present. Except as otherwise provided in such resolution, members of each such committee shall be members of the Association, and the President of the Association shall appoint the members thereof. Any member thereof may be removed by the person or persons authorized to appoint such member

whenever in their judgment the best interests of the Association will be served by such removal. One member of each committee shall be a director.

Section 3      Vacancies. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of original appointments.

Section 4.      Quorum. Unless provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

Section 5.      Rules. Each committee may adopt rules for its own government not inconsistent with these By-Laws or with rules adopted by the Board of Directors.

## ARTICLE VIII CONTRACTS, CHECKS, DEPOSITS, AND FUNDS

Section 1.      Contracts. The Board of Directors may authorize the officers or agents of the Association to enter into contracts or to execute and deliver documents in the name of and on behalf of the Association. Such authority shall be confined to specific instances. Such contracts may be for any purpose deemed by the Board of Directors to be appropriate, including the contracting with a third party for any or all administrative and other services and functions necessary for the Association to achieve its purpose.

Section 2.      Checks, Drafts, Etc. All checks, drafts, or other orders for payment of money, notes or other evidences of indebtedness issued in the name of the Association shall be signed by such officer or officers, agent or agents of the Association and in such manner as shall from time to time be determined by the resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer or an Assistant Treasurer and countersigned by the President or Vice President of the Association.

Section 3.      Deposits. All funds coming into possession of the Association shall be deposited from time to time to the credit of the Association in such banks, trust companies, or other depositories as the Board of Directors may select.

Section 4.      Gifts. The Board of Directors may accept on behalf of the Association any contributions, gifts, bequests, or device for the general purpose or for any special purpose of the Association.

Section 5.     Loans.   The Association may, upon authorization of the Board of Directors, from time to time accept or negotiate loans of financial assistance to be repaid at such time as the Association is reasonably able to repay.

## ARTICLE IX CERTIFICATES OF MEMBERSHIP

Section 1.     Certificates of Membership.   The Board of Directors may provide for the issuance of certificates evidencing membership in the Association which shall be in such form as may be determined by the Board.   Such certificates shall be signed by the President or Vice President and shall be sealed with the seal of the Association, if any.   The name and address of each member and the date of issuance of the certificate shall be entered on the records of the Association.   If any certificate shall become lost, mutilated or destroyed, a new certificate may be issued therefor upon such terms and conditions as the Board of Directors may determine.

Section 2.     Issuance of Certificates.   When a member has applied for and is eligible for membership and has paid any initiation fee and dues that may then be required, a certificate of membership shall be issued and delivered to him by the Secretary, if the Board of Directors shall have provided for the issuance of certificates of membership under the provisions of Section 1 of this article.

## ARTICLE X BOOKS AND RECORDS

The Association shall keep correct and complete books and records of accounts and shall also keep minutes of the proceedings of its members, Board of Directors and committees having any of the authority of the Board of Directors, and shall keep at the registered or principal office a record giving the names and addresses of the members entitled to vote.   All books and records of the Association may be inspected by any member, or his agent or attorney for any purpose at any reasonable time.

## ARTICLE XI DUES AND INITIATION FEE

Section 1.     Annual Dues.   The Board of Directors may determine from time to time the amount of annual dues payable to the Association by members of each class.

Section 2.      Payment of Dues. Dues shall be payable in advance.

Section 3.      Default and Termination of Membership. When any member of any class shall be in default in the payment of dues for a period of one month from the beginning of the period from which such dues became payable, such member shall be automatically dropped from membership unless the Board of Directors, in its discretion, extends the time for payment of dues.

Section 4.      Initiation Fee. Each member may be required to pay, in addition to applicable dues, the amount of any initiation fee designated by the Board of Directors as a prerequisite to membership. The Board of Directors may provide that the initiation fee is waived for members who are part of a group where the sponsor pays a stated initiation fee on behalf of all group members.

## ARTICLE XII FISCAL YEAR

The fiscal year of the Association shall begin the first day of January and end on the last day of December in each year.

## ARTICLE XIII SEAL

The Board of Directors may provide a corporate seal which shall be in the form of a circle and shall have inscribed thereon the name of the corporation and the words "Corporate Seal".

## ARTICLE XIV WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of the General Not-For-Profit Corporation Law of Missouri under the provisions of the Articles of Incorporation or the By-Laws of the Association, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XV  
AMENDMENT OF BY-LAWS

These By-Laws may be altered, amended or repealed and new By-Laws may be adopted by a two-thirds (2/3) majority of the directors present at any regular meeting or any special meeting, provided that at least seven (7) days' written notice is given of intention to alter, amend or repeal or to adopt new By-Laws at such meeting.

ARTICLE XVI  
INDEMNIFICATION

The Association shall provide for indemnification by the Association of any and all of its directors of officers or former directors or officers against expenses actually and necessarily incurred by them in connection with the defense of any action, suit, or proceeding, in which they or any of them are made parties, or a party, by reason of having been directors or officers of the Association, except in relation to matters as to which such director or officer or former director or officer shall be adjudged in such action, suit, or proceeding to be liable for gross negligence or misconduct in the performance of duty and to such matters as shall be settled by agreement predicated on the existence of such liability for gross negligence or misconduct.

ARTICLE XVII  
DISSOLUTION

The Association shall use its funds only to accomplish the objectives and purposes specified in these By-Laws, and no part of said funds shall inure, or be distributed, to the members of the Association. On dissolution of the Association any funds remaining shall be distributed to one or more regularly organized and qualified charitable, educational, scientific, or philanthropic organizations to be selected by the Board of Directors.